SEG International Bhd

Towards IR4.0

A NEW STRATEGIC LANDSCAPE

Annual Report 2020

A GLOBAL ECOSYSTEM FOR

As one of the largest and most established private higher education providers, SEGi University and Colleges has adopted an extended identity as the foremost institution Towards IR4.0 to aggressively market the brand as a forward-thinking institution that's focused on future-proofing graduates for the industry.

Moving with the times, SEGi University & Colleges has not only created an inclusive Global Ecosystem for all but also taken a bold step in positioning itself as the foremost institution Towards IR4.0 (Industrial Revolution 4.0 or Industry 4.0) in its effort to prepare job ready graduates.

Industry 4.0 has a big impact on the economy and community as studies show that emerging technologies can change 28 million jobs in ASEAN alone. As the job market changes, the human capital requirement changes with it.

SEGi's BRAND ICON

The brand icons carry distinctive features but both represent SEGi's strategies Towards IR4.0. SEGiRO is derived from the term SEGi's Hero signifying the institution's strategic directions while RUDY is an acronym of Are You Ready?

SEGi's 4R APPROACH

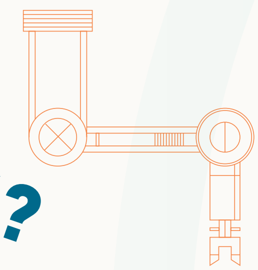
SEGi took a calculated view of the new market and set a strategic direction to achieve its goal of becoming a leading IR4.0 institution by introducing four transformation strategies known as SEGi 4R Approach.

Imbibing the idea of change as the only constant and creating a sustainable future through qualifications that matter.

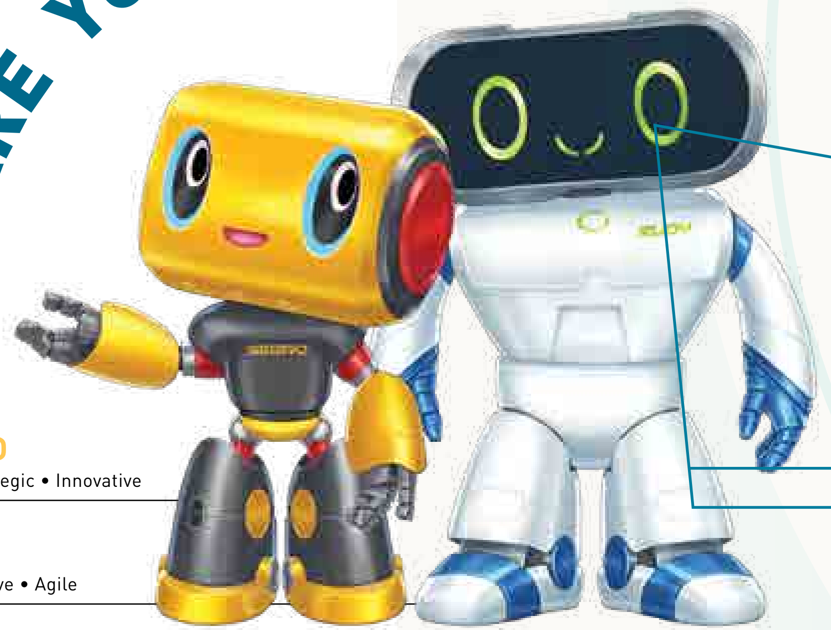
Increased per capita productivity

30%

manufacturing sector



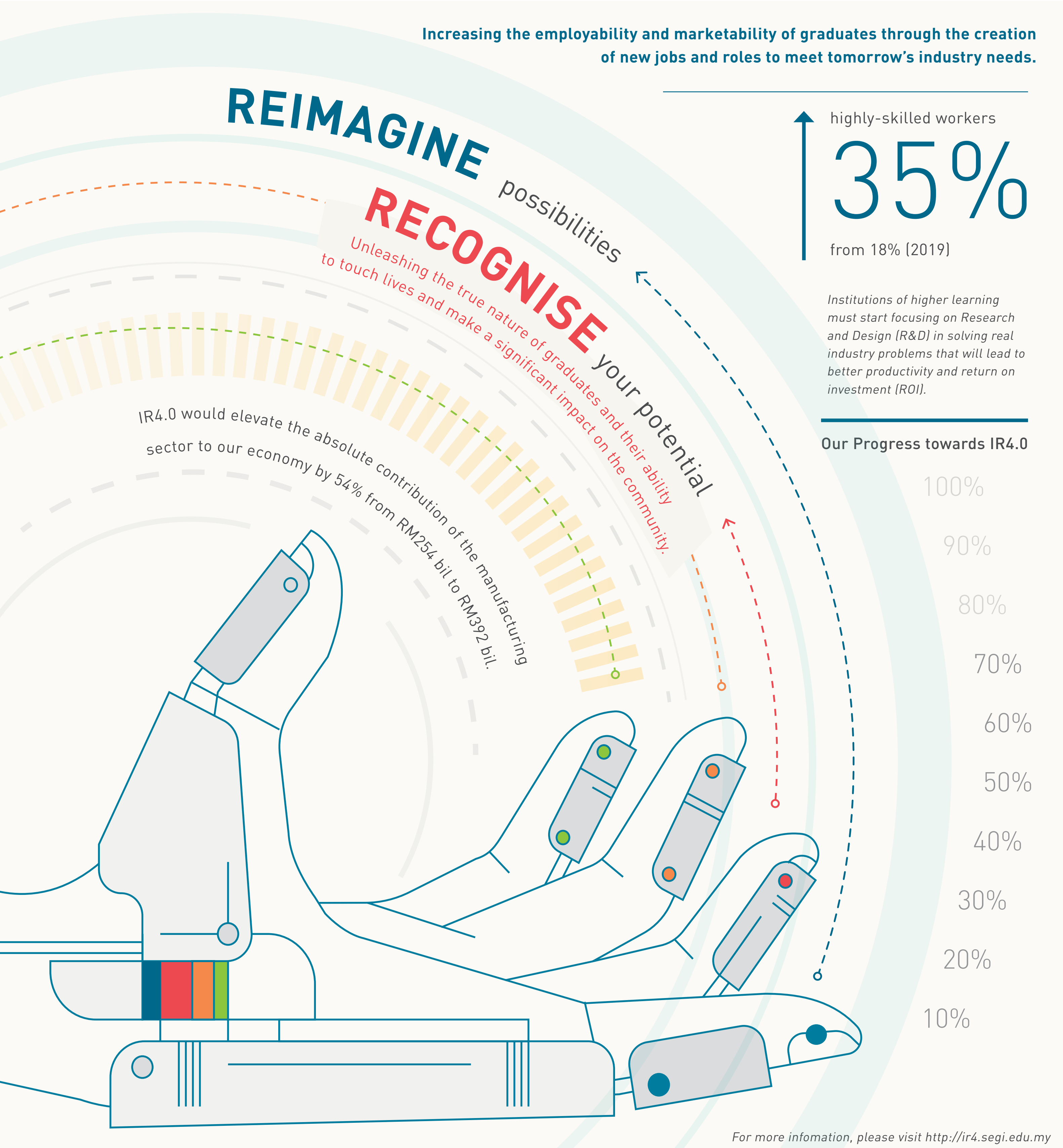
ARE YOU READY?



SEGiRO
Wise • Strategic • Innovative

RUDY
Analytical • Creative • Agile

A "NEW NORMAL" EDUCATION



VISION

SEGi will place quality education within the reach of willing minds and natural talents.

MISSION

To be the premier regional higher education provider offering quality employability-based international programmes on accessible terms, delivered through the most innovative technologies and student-centric learning techniques.

PILLARS OF ACTION

ENABLING PROMISING MINDS

As enablers, we provide a complete learning experience to make the best in you possible.

BUILDING MUTUAL TRUST

We are as strong as our weakest link, and our destiny is held together as SEGians, based on trust.

DOING THINGS DIFFERENTLY

We do things differently as we strive to make a difference in the lives of others.

OVERVIEW

CORPORATE REVIEW

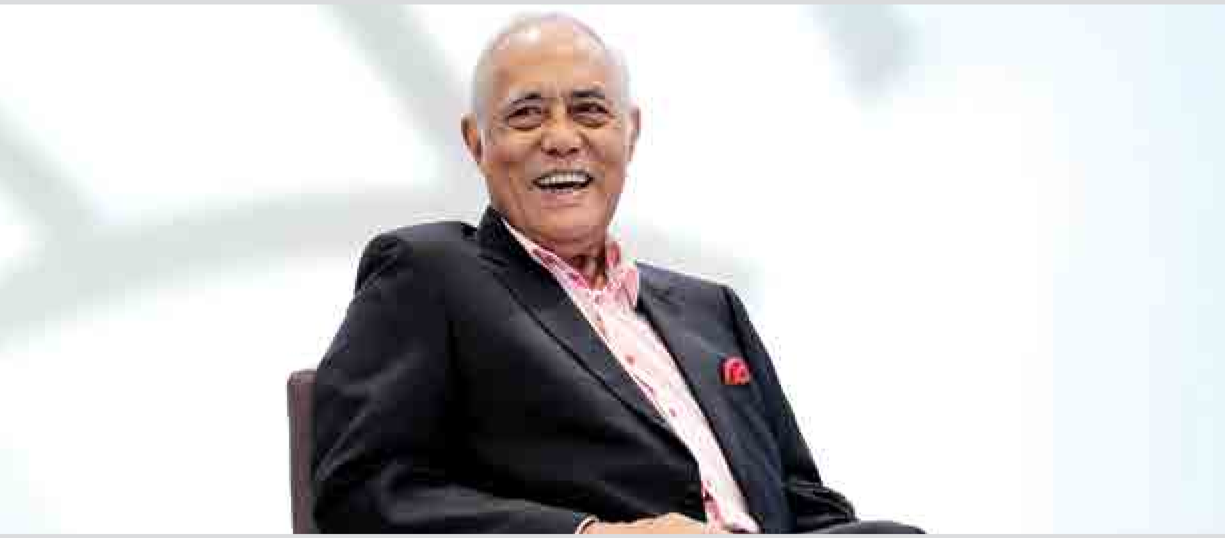
SUSTAINABILITY

CORPORATE GOVERNANCE

FINANCIAL STATEMENTS

Refer to SEGi Campuses on pages 38 to 41.

BUSINESS REVIEW



Refer to Message from the Chairman on pages 20 to 23.

ADDITIONAL INFORMATION

Navigation Icons:

COVID-19

Page Reference

Our Annual Report is supplemented by our full suite of online publications, which caters for the diverse needs of our broad stakeholder base as part of our comprehensive integrated reporting. These can be accessed at **https://segi.investor.net.my/annual-reports/**

BOARD OF DIRECTORS

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas
Independent Non-Executive Chairman

Tan Sri Clement Hii Chii Kok
Group Managing Director

Hew Moi Lan
Executive Director/Chief Executive Officer

Nicholas Rupert Heylett Bloy
Non-Independent Non-Executive Director

Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil
Independent Non-Executive Director

Dato' Amos Siew Boon Yeong
Independent Non-Executive Director

Dato Goh Leng Chua
Independent Non-Executive Director

Edwin Fua Chye Jin
Non-Independent Non-Executive Director

For more information about our Board members, please refer to page 8 to 13.

COMPANY SECRETARIES

Chong Poh Yee
(MIA 7620)
(SSM PC No. 202008003453)

Hew Ling Sze
(MAICSA 7010381)
(SSM PC No. 202008000754)

REGISTRAR

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

Tel : +603 7890 4700
Fax : +603 7890 4670

REGISTERED OFFICE

6th Floor, SEGi University
No. 9, Jalan Teknologi
Taman Sains Selangor
Kota Damansara, PJU 5
47810 Petaling Jaya
Selangor Darul Ehsan

Tel : +603 6287 3752
Fax : +603 6145 2679

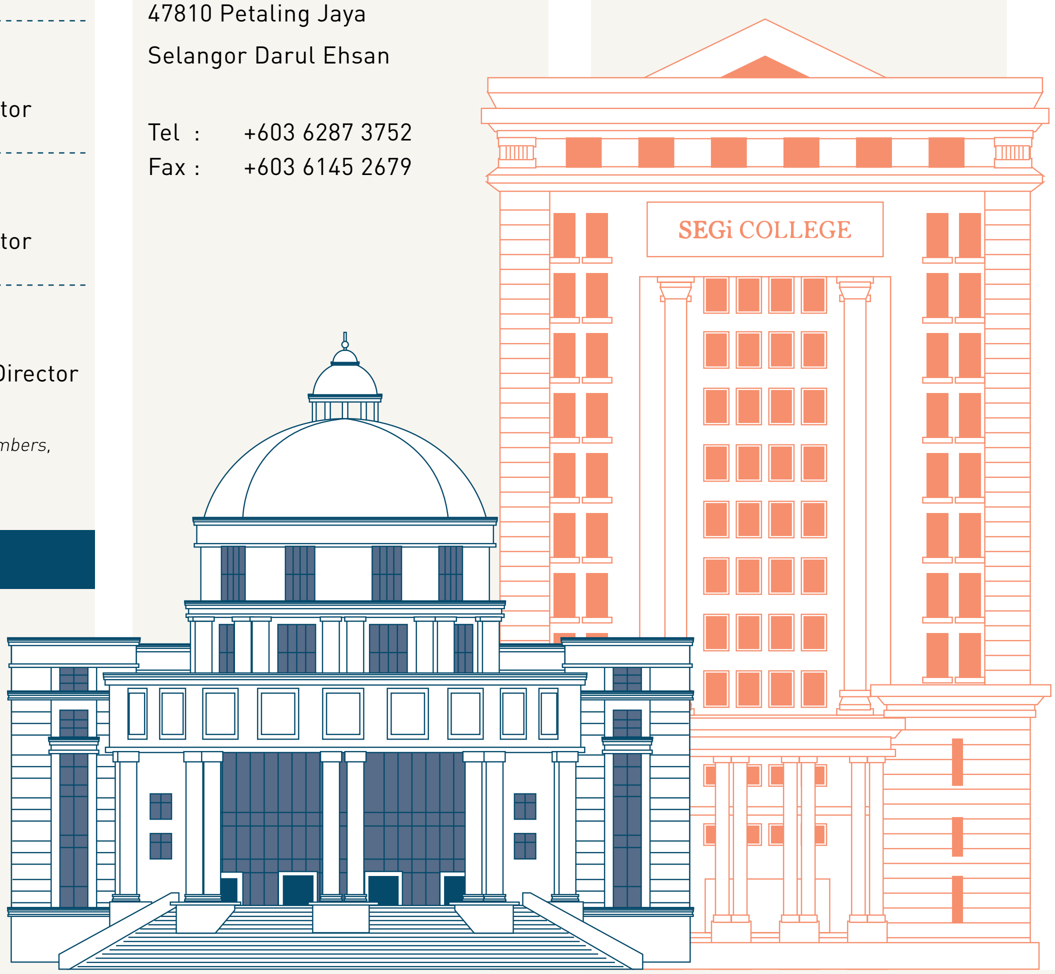
AUDITORS

Ernst & Young PLT (EY)
Level 23A Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

Tel : +603 7495 8000
Fax : +603 2095 5332

STOCK EXCHANGE LISTING

Main Market of
Bursa Malaysia Securities Berhad



Group 5 Years Financial Summary

	2016 RM'000	2017 RM'000	2018 RM'000	2019 RM'000	2020 RM'000
Revenue	260,249	256,286	252,410	243,972	**204,124**
Profit before tax	30,159	45,772	47,781	49,637	**45,172**
Profit for the year - attribute to shareholders	27,111	40,182	42,158	45,132	**39,181**
Share capital	187,024	147,503	147,707	147,707	**147,707**
Shareholders' fund	204,354	91,140	92,460	91,062	**92,298**
Total assets	300,314	264,761	226,497	341,007	**338,370**
Basic earnings per share (sen)	3.75	3.25	3.40	3.64	**3.18**
Net dividend for the year (sen)	6.00	3.50	2.75	2.50	**2.50**
Capital repayment (sen)	-	15.00	-	-	**-**

2020 Financial Summary

REVENUE

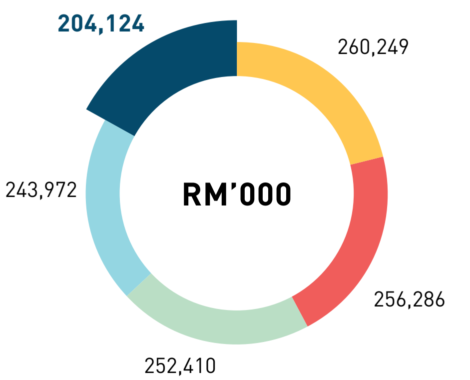
RM 204 million

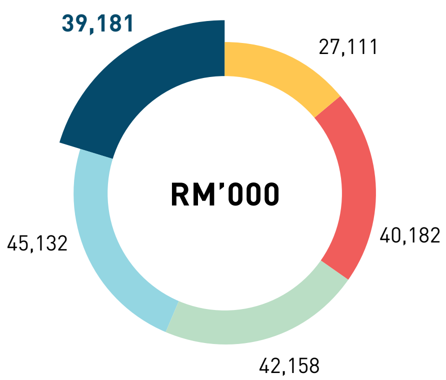
PROFIT FOR THE YEAR
attribute to shareholders

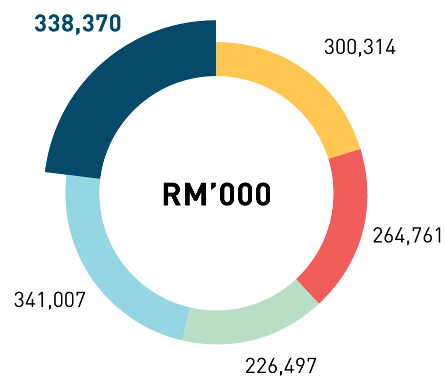
RM 39 million

TOTAL ASSETS

RM 338 million

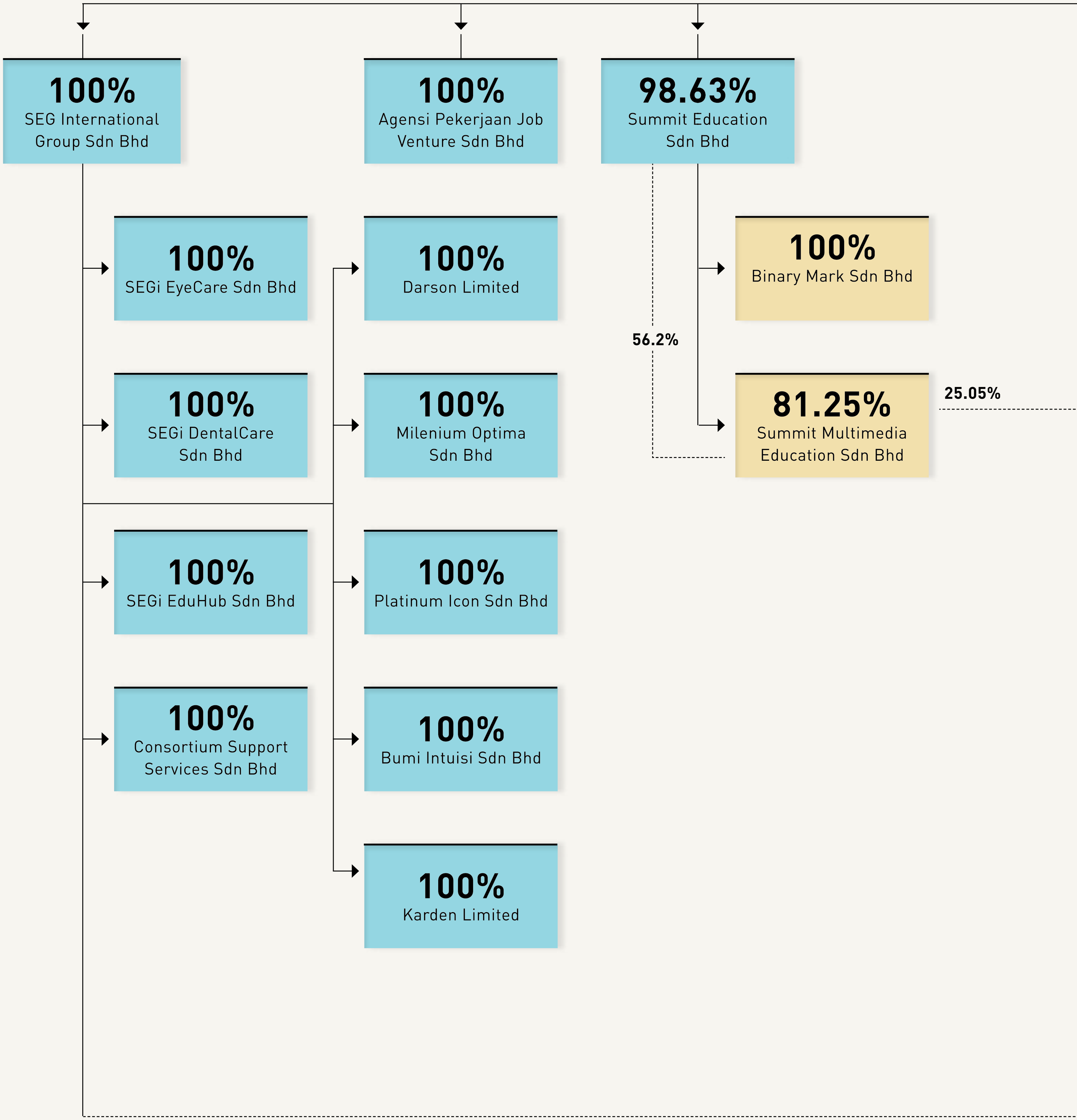


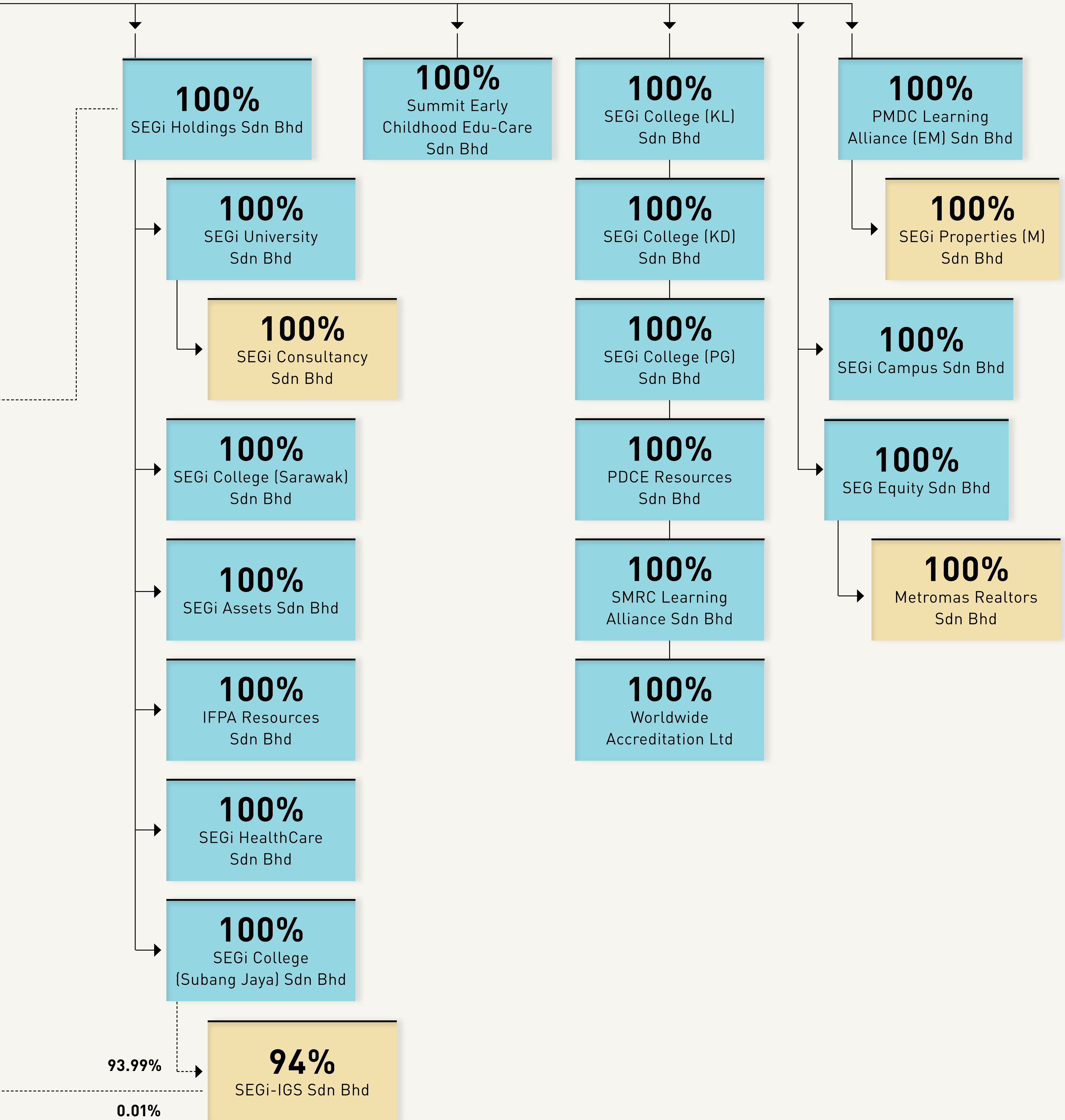




2016 2017 2018 2019 **2020**

SEG International Bhd




100%
SEGi Holdings Sdn Bhd
100%
SEGi University Sdn Bhd
100%
SEGi Consultancy Sdn Bhd
100%
SEGi College (Sarawak) Sdn Bhd
100%
SEGi Assets Sdn Bhd
100%
IFPA Resources Sdn Bhd
100%
SEGi HealthCare Sdn Bhd
100%
SEGi College (Subang Jaya) Sdn Bhd
93.99%
0.01%
94%
SEGi-IGS Sdn Bhd
100%
Summit Early Childhood Edu-Care Sdn Bhd
100%
SEGi College (KL) Sdn Bhd
100%
SEGi College (KD) Sdn Bhd
100%
SEGi College (PG) Sdn Bhd
100%
PDCE Resources Sdn Bhd
100%
SMRC Learning Alliance Sdn Bhd
100%
Worldwide Accreditation Ltd
100%
PMDC Learning Alliance (EM) Sdn Bhd
100%
SEGi Properties (M) Sdn Bhd
100%
SEGi Campus Sdn Bhd
100%
SEG Equity Sdn Bhd
100%
Metromas Realtors Sdn Bhd

MANAGING AND GOVERNING

Gender	7 Male	
Nationality	7 Malaysia	
Length of Tenure	3 11-20 years	4 6-10 years

Tan Sri Clement Hii Chii Kok
Group Managing Director

Age: 63
Gender: Male
Nationality: Malaysian
Date of Appointment: 3 September 2001

Meetings Attended: 6/6 (100%)

Hew Moi Lan
Executive Director / Chief Executive Officer

Age: 60
Gender: Female
Nationality: Malaysian
Date of Appointment: 20 April 2010

Meetings Attended: 6/6 (100%)

Nicholas Rupert Heylett Bloy
Non-Independent Non-Executive Director

Age: 59
Gender: Male
Nationality: British
Date of Appointment: 2 April 2012

Meetings Attended: 4/6 (67%)

"Make education a continuing, never-ending process."

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas
Independent Non-Executive Chairman

Age: 77
Gender: Male
Nationality: Malaysian
Date of Appointment: 2 February 2001

Meetings Attended: 6/6 (100%)

1 Female

1 British

1 1-5 years

Meetings Attended:

6/6 (100%)

Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil

Independent Non-Executive Director

Age: 62
Gender: Male
Nationality: Malaysian
Date of Appointment: 24 May 2016

Meetings Attended:

6/6 (100%)

Dato' Amos Siew Boon Yeong

Independent Non-Executive Director

Age: 63
Gender: Male
Nationality: Malaysian
Date of Appointment: 2 February 2001

Meetings Attended:

6/6 (100%)

Dato Goh Leng Chua

Independent Non-Executive Director

Age: 72
Gender: Male
Nationality: Malaysian
Date of Appointment: 20 April 2010

Meetings Attended:

6/6 (100%)

Edwin Fua Chye Jin

Non-Independent Non-Executive Director

Age: 41
Gender: Male
Nationality: Malaysian
Date of Appointment: 26 February 2015

NC Nominating Committee **RC** Remuneration Committee **RMC** Risk Management Committee **AC** Audit Committee

TAN SRI MEGAT NAJMUDDIN BIN DATO' SERI DR. HAJI MEGAT KHAS
Independent Non-Executive Chairman

NC | RC

Tan Sri Megat Najmuddin was appointed to the Board on 2 February 2001 and assumed the position as Chairman on 27 August 2008.

Tan Sri Megat Najmuddin, 77, was a lawyer by profession who obtained his Honours Degree in Law from Singapore University in 1970. He started his working life in 1970 with First National City Bank (now Citibank) for 2 years and went into law practice with a leading law firm in Kuala Lumpur for another two years, after which he started his own law firm which flourished. In 1986 he retired from law practice and went headlong into politics, ultimately becoming UMNO Chief of Petaling Jaya. He then served as State Assemblyman of Kelana Jaya in Selangor for two terms (1986-1995) and as municipal councillor for two decades.

Tan Sri Megat Najmuddin is active in Non-Governmental Organisations (NGOs). He was elected as Executive Committee Member of the Federation of Public Listed Companies Berhad (FPLC) in August 1994 and was elected as its President in October 1997. He represented this organisation to the High Level Finance Committee of the Ministry of Finance until 2000. He was the President of Kelab Golf Negara Subang and the Malay College Old Boys' Association (MCOBA). He was the President of Malaysian Institute of Corporate Governance (MICG) from 1998 till 2015 and is currently the Honorary Patron of MICG. He was a member of the Advisory Board of the Malaysian Anti-Corruption Commission (MACC). He is current President of Persatuan Darul Ridzuan in Wilayah Persekutuan and Selangor (a welfare organisation). In addition, he is the Advisor of the Tan Sri Muhyiddin Charity Golf (TSMCG) and also a trustee of MyKasih (Charity) Foundation and Vijayaratnam Foundation.

Currently, Tan Sri Megat Najmuddin is the Chairman of Asian Pac Holdings Berhad and Sime Darby Plantation Berhad. He is also a Director of a number of private companies including QNET (M) Sdn Bhd and some of his family owned companies.

He also served as a Non-Executive Independent Director of PETRONAS from April 2010 until April 2017. He was also a long time Chairman of MajuPerak Holdings Berhad, Omesti Berhad and Tradewinds Corporation Berhad as well as a Director of ICT Zone Ventures Bhd.

In SEG International Bhd, Tan Sri Megat Najmuddin also serves as the Chairman of the Nominating and Remuneration Committees and has attended all six Board meetings held during the year.

He has no family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no conviction of offences within the past five years.

TAN SRI CLEMENT HII CHII KOK
Group Managing Director

RC | EC | LTIP

Tan Sri Clement Hii Chii Kok was appointed to the Board on 3 September 2001 as an Executive Director of the Company and subsequently assumed the position of Chief Executive Officer on 10 October 2001. In January 2009, Tan Sri Clement Hii was redesignated as the Group Managing Director.

Tan Sri Clement Hii, 63, is a member of the Remuneration Committee, Executive Committee and Long Term Incentive Plan Committee of the Company.

He graduated with a Bachelor of Laws (Hons) degree from the United Kingdom. He was conferred honorary doctorate degrees by the University of Sunderland, University of Southern Queensland and his alma mater, the University of Wolverhampton.

He was the Executive Deputy Chairman of Star Publications (M) Bhd for two years, until the end of December 2010. He was also a Non-Independent Non-Executive Director of SYF Resources Berhad from June 2012 to April 2014. Currently, Tan Sri Clement Hii is also the Executive Chairman of HCK Capital Group Bhd. He also holds positions in numerous private limited companies and charitable foundations, including Yayasan Hiichiikok.

Tan Sri Clement Hii has attended all the six Board meetings held during the year ended 31 December 2020.

He has no family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no conviction for offences within the past five years.

EC Executive Committee **LTIP** LTIP Committee Chairman Member

HEW MOI LAN RMC EC
Executive Director/ Chief Executive Officer

Hew Moi Lan was appointed to the Board on 20 April 2010.

Hew Moi Lan, 60, is a member of the Risk Management Committee and Executive Committee of the Company.

She is a fellow member of The Chartered Institute of Management Accountants, United Kingdom and a Chartered Accountant with the Malaysian Institute of Accountants. In 2005, she attained her Master of Business Degree from University of Newcastle, Australia.

Moi Lan was appointed as the Chief Operating Officer of the Group on 27 February 2009 and assumed her responsibility as Chief Executive Officer of the Group on 1 January 2012. Prior to that, she was the Vice President of Operations and the Principal of SEGi College Kuala Lumpur, one of the core subsidiary companies of the Group.

Her tenure with the Group dates back to 1986 when she joined Systematic Business Training Centre, now known as SEGi College Kuala Lumpur. With more than 30 years of experience in the education industry, Moi Lan has brought an immense wealth of experience and knowledge into the running of the Group.

Moi Lan was a Board member for Perbadanan Tabung Pembangunan Kemahiran (PTPK), Ministry of Human Resources from 2009 to 2015. In March 2013, Moi Lan was honoured with a Leadership in Education & Training Excellence Award at the Global Leadership Awards, 2013. In June 2014, Moi Lan garnered an award for her contribution to the Human Resources Community at the Asia HRD Awards.

Moi Lan has participated in all the six Board meetings held during the year ended 31 December 2020 and does not hold any other directorships in public companies.

She has no family relationships with any director and/or major shareholder of the Company. She does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no conviction for offences within the past five years.

NICHOLAS RUPERT HEYLETT BLOY RC
Non-Independent Non-Executive Director

Nicholas Bloy was appointed to the Board on 2 April 2012. Nicholas Bloy, 59, is a member of the Remuneration Committee. He holds a BA Hons degree from University College London, and an MBA from INSEAD, France.

Nicholas Bloy is one of the three founders of Navis Capital Partners ("Navis"). He is currently the Managing Partner of Navis Asia Funds. At Navis, he leads investment teams in making, monitoring and exiting investments. Nicholas Bloy sits on Navis Investment Committee and the boards and/or Executive Committees of several Navis portfolio companies, and is responsible for fundraising.

Prior to co-founding Navis, Nicholas Bloy was a partner with The Boston Consulting Group Asia from 1989 to 1999 after spending three years with Bain & Co. in London. He does not hold any other directorship in public companies.

Nicholas Bloy is the major shareholder of the Company by virtue of his interest in Pinnacle Heritage Solutions Sdn Bhd pursuant to Section 8(4) of the Companies Act 2016.

Nicholas Bloy attended four Board meetings during the year ended 31 December 2020.

Save as disclosed above, he does not have any family relationships with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no conviction of any offences within the past five years.

NC Nominating Committee **RC** Remuneration Committee **RMC** Risk Management Committee **AC** Audit Committee

DATO' SERI (DR) MOHAMED AZAHARI BIN MOHAMED KAMIL
Independent Non-Executive Director

RMC **EC**

Dato' Seri (Dr) Mohamed Azahari was appointed to the Board on 24 May 2016 as an Executive Director and was re-designated as Non-Independent Non-Executive Director on 15 July 2017 after his resignation as Group President. On 22 August 2019, Dato' Seri (Dr) Mohamed Azahari was further re-designated as Independent Non-Executive Director.

Dato' Seri (Dr) Mohamed Azahari, 62, is a member of the Risk Management Committee and Executive Committee of the Company.

Dato' Seri (Dr) Mohamed Azahari is a Chartered Banker of the Asian Institute of Chartered Bankers as well as a Chartered Professional in Islamic Finance and has had a distinguished career in the financial services and educational sectors, helming senior management posts in various private and public organisations, including Malaysian Industrial Development Finance Berhad, Permodalan Nasional Berhad Group, Amanah Raya Group, Asian Finance Bank Berhad, QSR Brands (M) Holdings Bhd and KPJ Healthcare Berhad. Dato' Seri (Dr) Mohamed Azahari was also a Board member of Johor Corporation's subsidiary company, Larkin Sentral Property Bhd.

He is currently a Board member of Universiti Sultan Zainal Abidin (UniSZA). He is an Adjunct Professor of the International Islamic University Malaysia (IIUM). He was also appointed by the Ministry of Higher Education for AIxCHANGE: CEO @ Faculty Programme 1.0 "Learn from the Pros", Universiti Technology MARA (UiTM), Industry Advisory Panel for Management and Humanities Program for University Technology Petronas (UTP) as well as Industry Advisory for Politeknik Sultan Ahmad Shah (POLISAS).

He holds a Bachelor of Business Administration (Finance) from Western Michigan University and a Master of Business Administration (Finance) from Central Michigan University. He was awarded Honorary Degree of Doctor of Management (Hon.D.MGT) by University Sultan Zainal Abidin in 2019. His academic qualifications include executive leadership programmes at Harvard, Wharton, Berkeley, USA and Cambridge, UK.

Dato' Seri (Dr) Mohamed Azahari has attended all the six Board Meetings held during the year ended 31 December 2020.

He has no family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements and has no conviction for offences within the past five years.

DATO' AMOS SIEW BOON YEONG
Independent Non-Executive Director

RMC **AC**

Dato' Amos Siew was appointed to the Board on 2 February 2001.

Dato' Amos Siew, 63, qualified as a Certified Public Accountant in 1984 and is currently a member of the Malaysian Institute of Certified Public Accountants, a Chartered Accountant with the Malaysian Institute of Accountants and an associate member of the Chartered Tax Institute of Malaysia.

He started his auditing career and professional training with the accounting firm Coopers & Lybrand in 1978 before establishing his own practice in 1988. He is currently the managing partner of the public accounting firm Messrs. SBY Partners PLT. He has vast experience in auditing, tax planning, corporate finance and financial planning. He was also involved in numerous assignments on mergers and acquisitions, debt restructuring and liquidation. He is also an Independent Non-Executive Director of EcoFirst Consolidated Bhd.

He is the Chairman of both the Audit Committee and the Risk Management Committee of the Company.

Dato' Amos Siew has attended all the six Board Meetings held during the year ended 31 December 2020.

He has no family relationship with any other Director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no convictions for offences within the past five years.

EC Executive Committee **LTIP** LTIP Committee Chairman Member

DATO GOH LENG CHUA
Independent Non-Executive Director

NC **AC**

Dato Goh was appointed to the Board on 20 April 2010.

Dato Goh, 72, is a member of the Audit Committee and Nominating Committee of the Company. He obtained his Bachelor of Laws (Hons) Degree from Victoria University of Wellington, New Zealand in 1975 and thereafter in 1977, he obtained his Master of Laws. He also holds a Diploma of Environmental Management from the University of Auckland, New Zealand specialising in Environmental Law and Policy, Resource Management Policy and Strategy and Waste Management.

Dato Goh started his professional career as a Legal Practitioner in 1976 and became the Councillor of KMC/MBKS in 1981. He is the Business Advisor in GLC Capital Sdn Bhd and Agritech (Sarawak) Sdn Bhd, a research and development company in the adoption of hybrid rice seed production in Sarawak. He also sits as a Board Member of Sarawak Biodiversity Council (SBC) from 2019. Dato Goh is a Trustee in the Board of Trustees of Institut Keusahawanan Negara (INSKEN). He does not hold any other directorships in public companies.

He has extensive experience in various areas of practice including estate planning, asset-based financing, commercial law, natural resources and utilities and housing project development/management.

Dato Goh has attended all the six Board Meetings held during the year ended 31 December 2020.

He has no family relationships with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no convictions for offences within the past five years.

EDWIN FUA CHYE JIN
Non-Independent Non-Executive Director

AC **NC** **RMC** **EC** **LTIP**

Edwin Fua was appointed to the Board on 26 February 2015.

Edwin Fua, 41, is a Partner and an Investment Committee member of Navis Asia Funds ("Navis"). He joined Navis in 2006 and in the last 15 years, he has been involved in evaluating investments across South East Asia including Malaysia, Indonesia, Philippines and Australia. He has investment experience that spans across the consumer, retail, manufacturing, education, healthcare and retirement sectors and he also sits on and works closely with the Board of Directors and Executive Committees of several Navis portfolio companies.

Prior to joining Navis, Edwin Fua was involved in investment research, financial analysis and auditing with JP Morgan Chase & Co. and in PricewaterhouseCoopers. Edwin Fua was raised in Malaysia and educated in Malaysia and Australia. He holds a Bachelor of Commerce (Accounting & Finance) from Monash University, is a qualified accountant with the Malaysian Institute of Accountants and was previously a Chartered Financial Analyst charterholder.

Edwin Fua is a member of the Audit Committee, Nominating Committee, Risk Management Committee, Executive Committee and Long Term Incentive Plan Committee of the Company. He was also the Chairman of Sustainability Committee. He is now leading the ABAC Compliance Committee to implement the compliance framework for the Group. He does not hold any other directorships in public companies. He has attended all the six Board meetings held during the year ended 31 December 2020.

He does not have any family relationships with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no conviction of any offences within the past five years.

OUR LEADERS

The profile of Tan Sri Clement Hii Chii Kok is set out in the Directors' Profiles on page 10 in this annual report.

TAN SRI CLEMENT HII CHII KOK

Group Managing Director

Gender

1	Male	4	Female

Nationality

5	Malaysia

Length of Tenure

1	1-10 years	2	11-20 years

STELLA LAU KAH WAI

Chief Executive Officer, SEGi Group of Colleges

CHERYL CHONG POH YEE

Group Chief Financial Officer

Stella Lau, 51, rejoined the Group in 2020 as Chief Executive Officer, SEGi Group of Colleges. She attained her Bachelor of Arts (BA) Operations Research from the University of Canterbury. In a career spanning nearly 3 decades, her professional journey has been a perfect blend of industry, academics and management experience.

Well reputed for walking the talk, her commitment includes expanding expanding student access to higher education, catalysing academic innovation, and championing transformative learning to achieve outstanding student experience. Stella Lau currently provides leadership to more than 550 full and part-time faculty and staff, leading these teams through the pandemic, rebuilding capabilities that prepare management and academic teams for an unprecedented future that looks very different from the old status quo.

Stella Lau provides a brand of leadership that is characterized by a future-oriented focus on transformational change to advance the group's core missions in ensuring vitality and financial sustainability for the future. In moving the colleges forward to higher levels of national distinction and recognitions, she continues to lead profound changes to reshape higher education.

Stella Lau does not hold any directorship in public companies and listed issuers. She has no family relationship with any director and/or major shareholder of the Company. She has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company, other than those disclosed in the accompanying financial statements, and has no conviction of offences within the past five years.

Leadership development is an important criterion for our growth. We believe that our leadership team is committed to delivering outstanding business process services. In driving the vision, guide and inspire people, we ensure our clients achieve their objectives.

In acquiring great leadership skills, we encourage a unique sense of empowerment to the communities and the world. Insight and expertise come together as we work closely with the team and our employees. Thus, this makes a difference for our stakeholders.

Creative minds think alike to a successful leadership operation.

2 more than 20 years

HEW MOI LAN

Group Executive Director/Group Chief Executive Officer

The profile of Hew Moi Lan is set out in the Directors' Profiles on page 11 in this annual report.

DR. LISA TAN SAW POH

Executive Director

Dr. Lisa Tan, 66, joined the Group in 2007 and assumed her position as Executive Director of the Company in 2020. Dr. Lisa Tan, an educator and an advocate for life-long learning, holds a DBA from the University of South Australia and an MBA from the University of Bath, UK. She obtained a Diploma in Education from the National University of Singapore and a B.Sc (Hons) from the University of London. Dr. Lisa Tan has contributed her expertise to the Malaysian private institutions of higher learning for more than 35 years.

Dr. Lisa Tan does not hold any directorship in public companies and listed issuers. She has no family relationship with any director and/or major shareholder of the Company. She has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company, other than those disclosed in the accompanying financial statements, if any, and has no conviction of offences within the past five years.

Cheryl Chong, 53, joined the Group in 2000 as Financial Controller and has more than 30 years of experience in the fields of accountancy, financial services and corporate services. She was re-designated on 1 July 2014 as Group Chief Financial Officer of the Company. Prior to joining the Group, Cheryl worked for a main board public listed company in Malaysia as the Financial Controller and in one of the top international accounting firms. She is a Certified Public Accountant with the Malaysian Institute of Certified Public Accountants and a Chartered Accountant with the Malaysian Institute of Accountants. She also holds a Master of Business Administration (International Business) from University of Southern Queensland, Australia.

Cheryl Chong does not hold any directorship in public companies and listed issuers. She has no family relationship with any director and/or major shareholder of the Company. She has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company, other than those disclosed in the accompanying financial statements, and has no conviction of offences within the past five years.

KEY UNIVERSITY COUNCIL MEMBERS

YAM Tan Sri Dato' Seri Syed Anwar Jamalullail | Chancellor

Tan Sri Syed Anwar Jamalullail commenced his career with Malaysian Airlines Systems Berhad in 1975 as a Financial Accountant, before moving on to hold senior positions in various companies. His last position was as Group Managing Director of Amanah Capital Partners Berhad. He is the former Chairman of the Lembaga Tabung Haji Investment Panel. Tan Sri Syed Anwar was also the former Chairman of Cahya Mata Sarawak, Malaysia Airports Holdings Berhad, Media Prima Berhad, MRCB Berhad, DRB-Hicom Berhad, EON Bank Berhad, Uni Asia Life Assurance Berhad, Uni Asia General Insurance Berhad and the Executive Chairman of Realmild (M) Sdn Bhd and Radicare (M) Sdn Bhd. He was also formerly an independent director of Maxis Communications Berhad and Bangkok Bank Berhad.

Currently, Tan Sri Syed Anwar is the Chairman of SP Setia Berhad, Nestle (M) Berhad and Lembaga Zakat Selangor.

Tan Sri Syed Anwar holds a Bachelor of Arts degree in Accounting from Macquarie University in Sydney, Australia, having qualified in 1974. He is also a Chartered Accountant and a Certified Practising Account (Australia).

Dato' Pahamin A. Rajab | Chairman of Board of Governors

Dato' Pahamin A. Rajab, an Advocate and Solicitor of the High Court of Malaya holds several tertiary qualifications. He obtained the Bachelor of Arts (Hons) in History majoring in International Relations from the University of Malaya in 1970; the Master of Arts in Public Policy and Administration majoring in Economic Development from the University of Wisconsin, Madison, United States of America in 1978, a Law Degree with Honours from the University of London in 1990, and a postgraduate Diploma in Syariah Law and Practice from the International Islamic University, Malaysia in 1994. In 2006, he was conferred the Honorary Doctor of Laws (honoris causa) by University of Newcastle, and in 2011, Honorary Doctorate by the University of Greenwich.

Dato' Pahamin has worked in several ministries and government agencies in Malaysia over a 30-year period. He was recognised internationally as an expert in intellectual property laws by the World Intellectual Property Organisation. In year 2000, he was awarded the prestigious Cyber Champion International Award by Business Software Alliance in Washington. He is a trustee of the Perdana Global Peace Foundation as well as Mahathir Chair of Global Peace at the International Islamic University of Malaysia. He is also an Honorary Rotarian of the Rotary Club of Greater Kuala Lumpur. He is the Chairmen of a few listed and private company namely, YBS International Berhad and Mediscreen Sdn Bhd.

Professor Dr. Mohamad Raili Bin Suhaili | Acting Vice Chancellor & Dean, Faculty of Medicine, SEGi University

Professor Dr. Mohamad Raili is a graduate of Universiti Malaya (MBBS and MPH). He is a Public Health Specialist who has served with the Ministry of Health for 26 years in different states and various capacities. He dedicated a huge part of his career with the Ministry of Health in management and in the control and prevention of vector-borne diseases. He worked with the World Health Organization (WHO) as a consultant, on a part-time basis, in many countries in Africa, Asia and South America, from 2002 – 2012. His areas of consultancy were in Social Mobilisation, COMBI, Programme Evaluation and Outbreak Management. His academic career started with his appointment as a Professor in Public Health in UNIMAS in 2007 where he managed the Postgraduate Programme (MPH and DrPH) besides conducting classes for undergraduates. He has supervised several postgraduate students (for Masters and Doctoral) and served as an examiner as well. He left UNIMAS to join SEGi in May 2014. His area of expertise and interest includes management (general and programme-specific), outbreak management, health informatics, COMBI, HSR and GIS. He has published papers on dengue, legionella, leptospirosis, tobacco control and other topics.

Professor Dr. Azrin Esmady Ariffin | Deputy Vice Chancellor, Student Affairs & Dean, Faculty of Optometry and Vision Sciences, SEGi University

Professor Dr. Azrin Esmady Ariffin obtained his optometric qualification in 1984 from the University of New South Wales in Sydney, Australia and later earned a PhD in Optometry in 1993 from City, University of London.

Professor Azrin began his academic career at Universiti Kebangsaan Malaysia in 1985, spending 20 years as an academic there where he was also the Head of the Optometry Department at one point. Professor Azrin was the first Professor of Optometry in Malaysia and he is also credited as the first Dean of Optometry in the country.

Professor Azrin was formerly on the Malaysian Optical Council for several terms. He currently sits on some special committees of the Malaysian Qualifications Agency and the Ministry of Education dealing with Optometric education in particular.

Dr. Doris Pamela Alexius | Deputy Vice Chancellor (Academic), SEGi University

Dr. Doris is a doctorate graduate from University of Newcastle, Australia, MBA, International Business, RMIT, Australia and BSc Zoology, India. She brings to her position broad and extensive experience in senior academic roles, most recently as Deputy Vice-Chancellor (Academic). As Deputy Vice Chancellor (Academic), Dr. Doris is responsible for overseeing and planning the delivery of the University's programmes. Preserving the University's commitment to high-quality learning and teaching, leading initiatives aimed at student success and retention, and developing and implementing strategies aimed at increasing quality assurance in the delivery of teaching programmes. She has extensive experience in leading change through curriculum innovation and staff development. She has chaired major University committees relating to teaching and learning, quality and student success and retention. In 2018, Dr. Doris led the University to obtain the ISO 9001:2015 and ISO 14001:2015 certifications. In 2019, she led the University to obtain APEL-C certification. She has more than 30 years' experience as a tertiary educator.

Norman Chu Su Jiun | Deputy Vice Chancellor (Finance & Corporate Development), SEGi University & Principal, SEGi College Kota Damansara

Norman holds a Bachelor of Science and a Master of Science in Civil Engineering from Iowa State University, USA. He was a Civil Engineer in the USA and Malaysia before joining SEGi in 2005 as a lecturer. He then became the Head of School, Registrar, Vice President of Operations at SEGi University, and Principal of SEGi College Kota Damansara, before assuming his current position in 2018. He is an Associate Member of the American Society of Civil Engineering (ASCE) and a Graduate Member of the Board of Engineers Malaysia (BEM).

PRINCIPALS, SEGi GROUP OF COLLEGES

Sri Jaiandran A/L Munusamy | Principal, SEGi College Kuala Lumpur

Sri Jaiandran Munusamy, Chief Executive cum Principal of SEGi College Kuala Lumpur, a renowned private higher education institution providing top-notch education in Malaysia.

Driven by Sri's vision of continuous improvement to raise academic levels, he is constantly building positive working relationship with the Collaborative Partnership Managers to enhance the partnership with global universities in Australia, U.S.A and U.K.

Sri started his career as a lecturer at PRIME College and served SEGi College Subang Jaya for almost 14 years as a Programme Leader, Head of Faculty, Head of Academic-Operation and Deputy of Principal. Sri is seen as an enthusiastic leader who advocates in redesigning and implementing trending undergraduate programmes as an approach to raise the academic levels of students, improving lecturers' skills and involvement and student experience, resulting in improved academic quality.

Sri started schooling at S.M King Edward VII, Taiping and later earned Master of Science in Mechanical Engineering and Bachelor of Engineering in Mechanical Engineering from Universiti Sains Malaysia (USM). Leveraging a background in engineering, Sri has proven his excellency in problem solving, numeracy, risk management and analysis.

Dr. Susie Lau Meng Ching | Principal, SEGi College Sarawak

Susie has more than 10 years of experience in tertiary education. She is a medical doctor by training and found her passion in teaching and learning. Her desire is to provide excellent education and so her education career has been geared towards high-quality academic delivery.

She started her career in education industry as an Allied Health lecturer. Throughout the years in education industry, Susie developed great interest in teaching and learning pedagogy. Her past working experiences also furnished her with the knowledge in academic accreditation and regulatory matters. Besides, her previous role as the Chief Executive of a college has also equipped her with the skills to manage a higher learning institution, in line with the college constitution.

Susie obtained Diploma in Science (Major in Chemistry and Biology) from Tunku Abdul Rahman College in 2002. She then further her studies and graduated with Bachelor in Science (Major in Chemistry and Biology) from Campbell University, North Carolina, USA in 2004. In the same year, Susie decided to pursue her Medical Degree and finally graduated as a Doctor of Medicine from Crimea State Medical University, Ukraine in 2010. Due to her involvement in education management, she then pursued an MBA from the University of Sunderland and graduated in 2017.

Calvin Chan Yee Yuen | Principal, SEGi College Subang Jaya

Mr. Calvin Chan holds a Master of Business Administration (MBA) and a Bachelor of Management with Honors, both from Universiti Sains Malaysia (USM). His academic achievements include being nominated for USM's best master/mixed mode student award 2013. He was also awarded a Dean's list for his MBA in 2012. Mr. Chan is also a certified trainer by the Human Resource Development Fund for the Train the Trainer programme.

He joined SEGi College Subang Jaya as the Deputy Principal in early 2019 and was redesignated as the Principal, SEGi College Subang Jaya on 1 November 2020. Prior to this, Mr. Chan served as the Vice Principal for MSU College Penang, Regional Manager for Sales and Distribution for U Mobile, Regional Manager and Chief Executive for Cosmopoint College Sungai Petani, and Group Senior Manager in the Human Capital Division with USAINS Holdings.

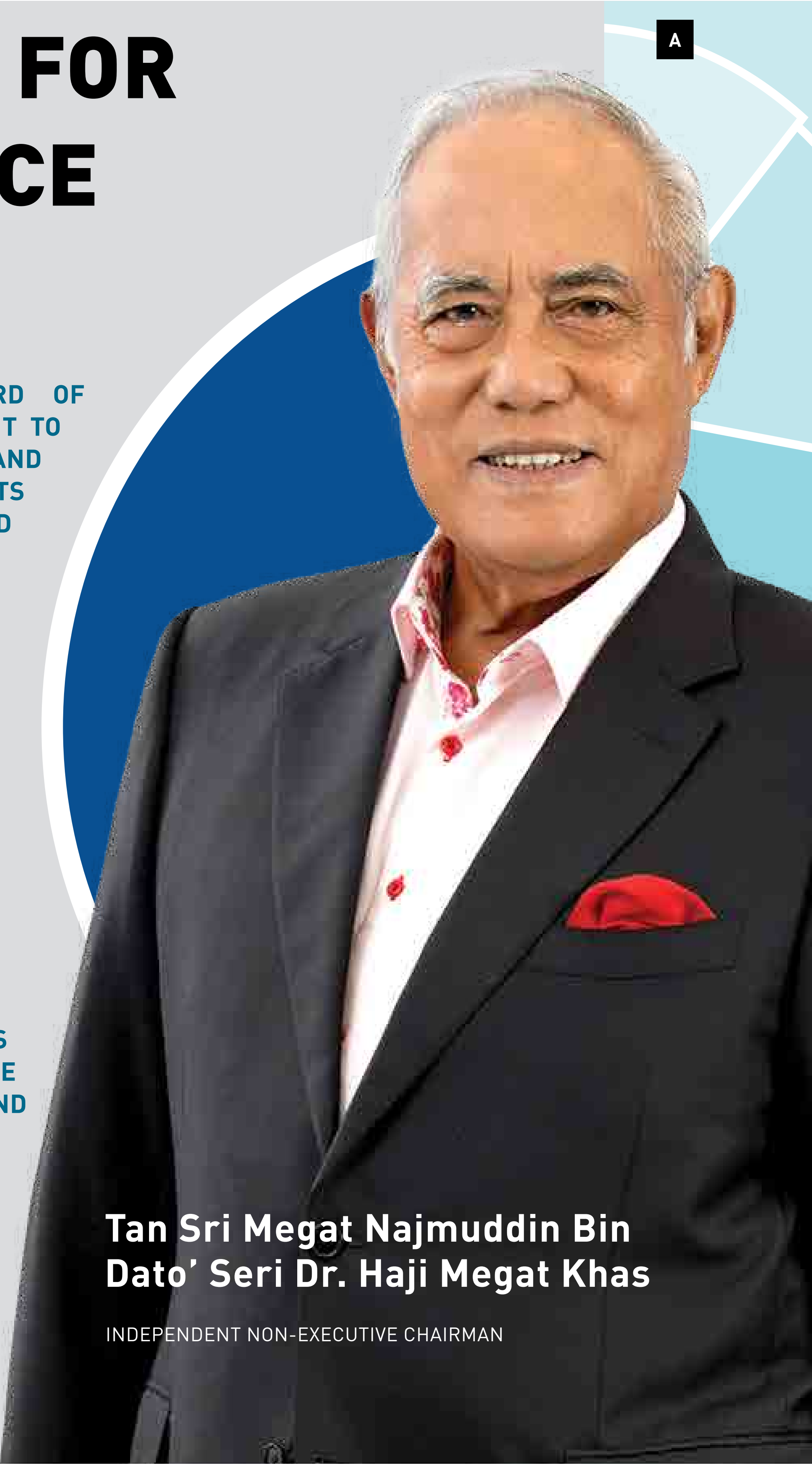
Raised in Penang, Mr. Chan has more than 20 years of management experience in the education and telecommunication industries, with expertise in operations as well as in sales and marketing.

Cheah Teong Keat | Principal, SEGi College Penang

Cheah Teong Keat was formerly in the IT and manufacturing industry before his foray into the education line. Since then, he has been involved in lecturing, training and human capital development. Some of his initiatives include setting up and running a human capital development business for a renowned education group and heading an educational institution that focused on working adults and postgraduate courses.

His previous appointments include Senior Director of Post Graduate Studies for an Education Group and Chief Operating Officer of a Management Institute. He holds a Bachelor in Business Administration from RMIT University, and a Master of Business Administration specialising in Information Technology Management from Maastricht School of Management. He is currently pursuing his Doctorate in Business Administration from Universiti Utara Malaysia.

A PASSION FOR EXCELLENCE



Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas

INDEPENDENT NON-EXECUTIVE CHAIRMAN

DEAR VALUED SHAREHOLDERS,

ON BEHALF OF THE BOARD OF DIRECTORS, I HEREBY PRESENT TO YOU THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS OF SEG INTERNATIONAL BHD ("SEGI") AND THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2020.

2020 HAS BEEN ONE OF THE MOST CHALLENGING YEAR THUS FAR AS COVID-19 PANDEMIC HAS SIGNIFICANTLY IMPACTED THE BUSINESS ENVIRONMENT. AMIDST THE UNCERTAINTIES AND VOLATILITIES, THE GROUP REMAINS COMMITTED TO MEETING CUSTOMERS' EXPECTATIONS AND CONTINUED EXPANSION OF THE GROUP'S CAPABILITIES TO PROVIDE VALUE-ADDED PRODUCTS AND SERVICES.

The unprecedented COVID-19 pandemic has undoubtedly posed a challenging outlook on many of the economic sectors, and the higher education sector was no exception. Since the start of the pandemic, various guidelines were announced by the government to assist in curbing the infections. These include the minimising of physical classes, border controls and the deferment of public examinations.

A **REVENUE (RM'000)**
204,124
2019: 243,972
Affected by COVID-19

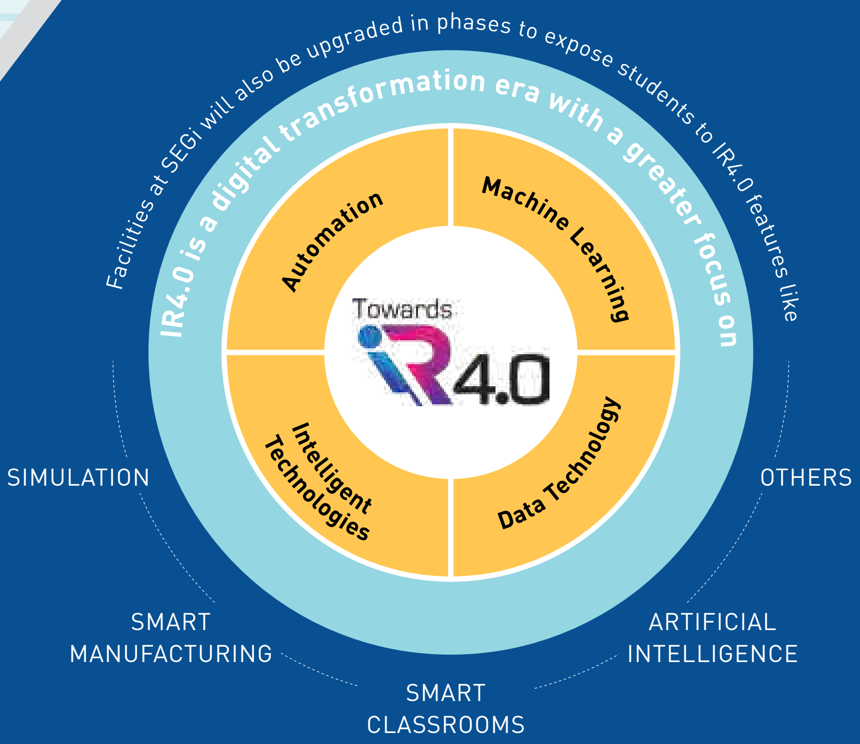
B **PROFIT BEFORE TAX (RM'000)**
45,172
2019: 49,637
Affected by COVID-19

C **TOTAL ASSETS (RM'000)**
338,370
2019: 341,007

Compared to the corresponding period last year, the decrease in revenue and profits is partly due to the delayed new enrolments due to the MCOs and border control arising from the effects of the COVID-19 pandemic.

Moving Towards Industrial Revolution 4.0 (IR4.0)

At the beginning of 2020, SEGi launched a mega-brand campaign that saw the institution moving Towards Industrial Revolution 4.0 (IR4.0).



To capture the market as a university of choice, SEGi's brand includes a new 'Towards IR4.0' logo as an extension to its mother brand and a phase by phase enhancement of its curricula and campus facilities.

These issues would have had a bigger impact on SEGi if not for the swift response and the foresight the Board and management team had to address them.

At SEGi, our priorities were to ensure that our students' needs were met while ensuring that both staff and students' health and safety are protected. SEGi had foreseen that the environment for higher learning will move towards a hybrid of online and physical classrooms a few years ago. We had then applied and obtained an approval to run SEGi University Online. Since the Group is familiar with online teaching, we had very quickly and smoothly transitioned our classes to online mode almost seamlessly. These classes also catered for our students located outside Malaysia, as some of the students have returned home and were not able to return to Malaysia then.

The operations of the Group have not been disrupted from the Movement Control Orders as SEGi is fully prepared to run both our teaching and learning, and other parts of the operations either online or physically. Virtual Open Days and campus tours are also available for the recruitment of new students locally and globally.

MARKET AND FUTURE OUTLOOK

2020 was filled with many uncertainties and was highly volatile. The general consensus is that 2021 will be a recovery year for Malaysia and globally, given the progress of our vaccines and the overall resumption of economic activities.

Since the early part of this year, our campuses are opened to physical classes while maintaining strict Standard Operating Procedures ("SOP") to protect the safety of our staff and students. Students are given the option to attend classes physically or online. International students are also allowed to enter/return to Malaysia on student visas. With the expected local and global recovery of the economy coupled with the full resumption of our Group's activities, SEGi is looking forward to a better year ahead.

The IR4.0 has a significant impact on the local economy and community. The government launched the National Policy on IR4.0 (Industry4WRD) in October 2018 to position Malaysia as a total solutions provider for the manufacturing sector in the Asia Pacific by 2025. This would mean the IR4.0 industries require human capital with relevant and adequate digital and data literacy. SEGi is heavily invested in transforming its education system to meet the demands of these industries and has initiated several strategies to build a dynamic education pathway that will future-proof graduates.

These strategies include strengthening industry linkages, the inclusion of IR4.0 elements in its curricula and skills development programmes, and introducing new and innovative study programmes in line with the global trends. Facilities at SEGi will also be upgraded in phases to expose students to IR4.0 features like smart manufacturing, simulation, smart classrooms, artificial intelligence and others.

Apart from producing holistic and well-balanced graduates with the right skills and competencies aligned to a tech-based economy's needs, these strategies are also expected to make Malaysia a favourable destination for high-impact research and development and high-value investments.

FINANCIAL PERFORMANCE

For the year ended 31 December 2020, the Group achieved a revenue of RM204.1 million and a profit before taxation of RM45.2 million, a decrease of 16.3% and 9.0 % respectively, compared to the corresponding period in 2019.

The Group achieved earnings before interest, tax, depreciation and amortisation ("EBITDA") of RM87.1 million compared to RM92.1 million in the corresponding period in 2019. This reflects a decrease in 5.4% in EBITDA.

Compared to the corresponding period last year, the decrease in revenue and profits is partly due to the delayed new enrolments due to the MCOs and border control arising from the effects of the COVID-19 pandemic.

DIVIDENDS

During the financial year under review, the Board of Directors declared an interim single-tier dividend of RM0.025 per ordinary share each, in respect of the financial year ended 31 December 2020. This interim single-tier dividend amounting to RM30,645,721 was paid on 25 November 2020.

We remain committed to enhancing our shareholder value. The Board maintains a balanced approach to dividend payments, ensuring that sufficient funds are maintained for future growth, whilst recognising the need to provide a reasonable return to shareholders.

OPERATIONAL REVIEW AND DEVELOPMENTS

In light of the current economic climate, SEGi has stepped forward to enhance its students' employability. SEGi has developed Graduate Employment Readiness ("GER") Programme to improve their career prospects. Students will be briefed and coached on their career pathway, the areas of communication and grooming skills in the GER Programme to enrich and support the students to be career ready. A portal will also be setup to form the linkage between the students with our value corporate partners and alumni to enhance graduates' employability.

SEGi strives to enhance students' learning experience and has set up an Academic Skills Unit to support students in academic writing and effective study, research techniques, time management, academic integrity and exam preparation.

As a COVID-19 pandemic support, SEGi organised Group Counseling on topics such as Depression, Anxiety, Expressing Emotion and Self-Care, Student Intellectual Forum on current issues relevant to student life and webinars on topics relating to mental well-being for all SEGi students to assist them through the effects of the pandemic.

With the new normal way of working from home and with the new needs felt by working adults to upgrade themselves, SEGi has introduced micro-credential flexible learning programmes to allow the working adults to upskill their knowledge. The working adults will have opportunities to pursue their study module by module while working via these programmes.

Our goal is to continue to develop the best generations of graduates who will lead, innovate, and resolve problems at hand to take on the job market challenges. We have every confidence that we are up to the challenge and we are focused to ensure our academic programmes are designed to be employability-ready for the industry.

SEGi University achieved a rating of
5 STARS for SETARA (Very Competitive)
and
3 STARS
for MyRA for 2019 exercise

The Colleges also achieved
6 STARS in MyQuest 2018/2019
save for SEGi College Kuala Lumpur
which obtained **5 STARS**.

SEGi University also emerged in the
top 45% of the
2021 QS World University Rankings: Asia

CORPORATE DEVELOPMENTS

During the financial year, the Group entered into a related party transaction for the agreement to lease of SEGi College Subang Jaya ("SCSJ") new campus. The lease of new campus was approved by shareholders and relevant announcements were made.

The lease of the new campus is in line with SCSJ's new initiatives for its campus to introduce new programmes, and to enhance student out-of-class experience and campus life, which require additional space for new facilities. The lease of the new campus is also in line with SCSJ's expansion plan to extend the current SCSJ campus to a nearby purpose-built building in anticipation of an increase in student number in tandem with the introduction of new academic programmes.

SEGi has always maintained an unwavering commitment to fostering an anti-corruption culture in its business operation. Consistent with this commitment, the management has formulated anti-corruption controls and measures to ensure the Group's readiness with the corporate liability provisions under Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018. Relevant training and assessments have been organised within the organisation to ensure all staff are aware of the Code of Conduct and Anti-Bribery Anti-Corruption Policy of the Group.

CORPORATE SUSTAINABILITY

The Board recognises the importance of sustainability and its increasing impact on the business. SEGi believes that the principles of and actions to promote sustainability should be embedded across the Group in all aspects of the Group's operations and other activities. It is the Group's objective to create a culture of sustainability within the Group, and the community, with an emphasis on integrating the environmental, social and governance considerations into its decision making and the delivery of outcomes arising from its decisions and action.

Besides having a strong governance structure and clear policies regarding corporate sustainability, on-going efforts have been carried out to establish teaching and research methodology that promote environmental awareness and sustainability at all levels.

In light of the current COVID-19 pandemic, our Faculty of Medicine in Sibu, Sarawak, took up an active role in assisting with the COVID-19 test. The testings were carried out at the SEGi-DUKE-Clinical Research (SEGi-DUKE-CRC) lab in Sibu Hospital. SEGi-DUKE-CRC lab, established in 2017, is a clinical research facility that was set up as a result of a tripartite venture between SEGi University, DUKE University and Sibu Hospital. Located within the Sibu Clinical Campus, the centre is focused on the study of viruses and has published several papers on the lab output.

The COVID-19 pandemic had caused a drastic drop in the number of donors resulting in rapid depletion of blood supply at the National Blood Centre and hospitals nationwide. In response to this, students from SEGi University Medical Society (SUMS) in Sibu organised a blood donation campaign at the Sibu Hospital in a humble attempt to address the shortage of blood supply.

At SEGi University Main Campus, our own SEGi Medical Clinic has applied and been approved by ProtectHealth Corporation Sdn Bhd as a service provider for the National COVID-19 Immunisation Programme. We are excited to do our part to assist the country to achieve the herd immunity through vaccinations as soon as possible.

The details of our sustainability initiatives are set out in our Sustainability Statement in this report.

ACKNOWLEDGEMENTS

On behalf of the Board, I wish to convey our appreciation to our valued shareholders, global partners, students, regulatory authorities, bankers and business associates for their unwavering trust and continuous support throughout the years, especially during challenging circumstances. It is with your gracious support that we will continue to reach even greater heights.

My heartfelt appreciation goes to the management and staff for their commitment, dedication, and perseverance in facing the challenges during the year under review.

Last but not least, I would like to take this opportunity to thank my fellow Board members for their support and commitment. We look forward to fostering stronger links in the years to come.

TAN SRI MEGAT NAJMUDDIN
BIN DATO' SERI DR HAJI MEGAT KHAS
Chairman

15 April 2021

SKILLING UP FOR THE DIGITAL FUTURE

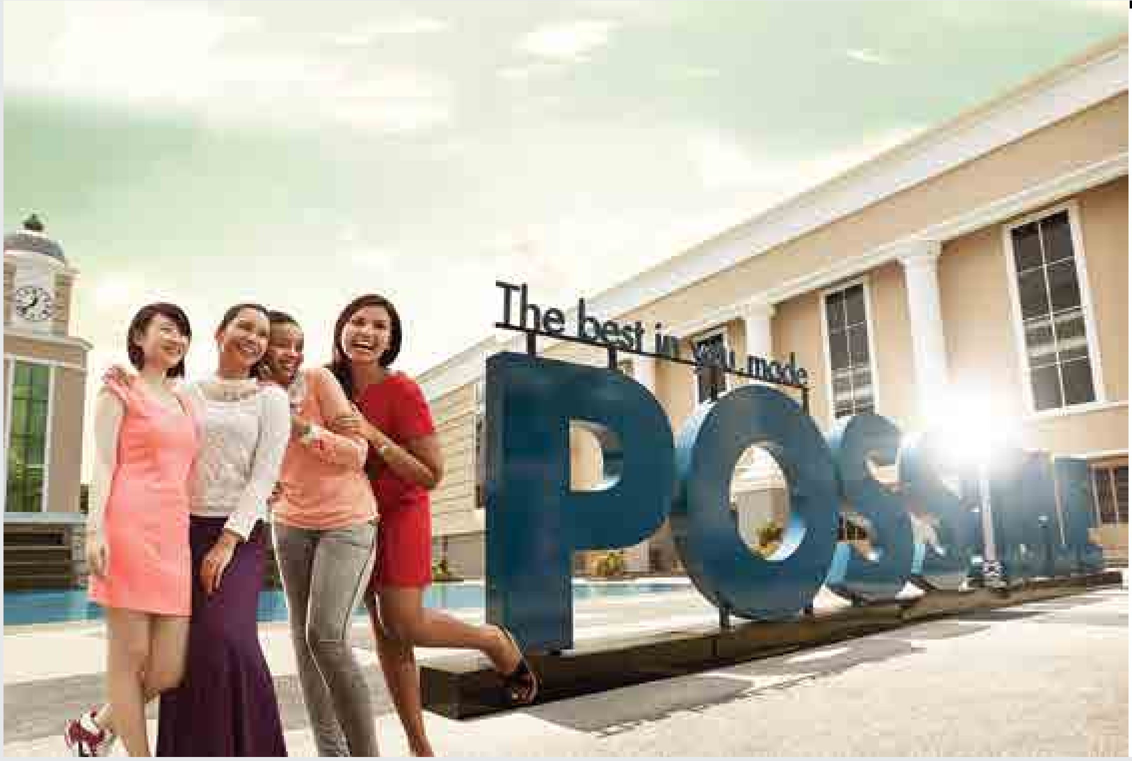
WHEN SEGi UNIVERSITY AND COLLEGES (SEGi) FIRST OPENED ITS DOORS AS SYSTEMATIC COLLEGE IN 1977 IN THE HEART OF KUALA LUMPUR'S COMMERCIAL DISTRICT, WE HAVE SET OUR HEARTS AND MINDS TO OFFERING HIGH QUALITY AND INTERNATIONALLY RECOGNISED PROFESSIONAL QUALIFICATIONS. SINCE THEN, THE INSTITUTION HAS GROWN TREMENDOUSLY, AND WE ARE NOW ONE OF THE MOST ESTABLISHED HIGHER LEARNING INSTITUTIONS IN THE COUNTRY.

YANG AMAT MULIA TAN SRI DATO' SERI SYED ANWAR JAMALULLAIL
CHANCELLOR

Our growth is driven by our mission to be the premier higher education provider offering quality employability-based international programmes on accessible terms, delivered through the most innovative technologies and student-centric learning techniques. And this mission will continue to shape and drive all our efforts in the years to come.

In line with this, I am proud to share that our programmes, ranging from foundation to postgraduate, are recognised not only locally but also globally thanks to our strong academic and corporate performance. More importantly, our graduates continue to be employable and globally marketable.

Last year, we saw SEGi taking a bold step in preparing the Industrial Revolution 4.0 (IR 4.0) to solidify our graduates' future further. Here we saw IR 4.0 related subjects such as Applied Digital Skills, Growth Mindset and IR 4.0 in Malaysia being studied as part of the programme. Our team of academics also strives to ensure that these subjects do not just remain a theory. To encourage real-life application and readiness, we seek collaboration with industry partners who have successfully practised these theories with proven results.



“Most-Wins Private Higher Education Institution”

through winning numerous awards by the **Ministry of Higher Education (MOHE) Malaysia** for the assessment year 2018/2019.

SEGi University also emerged in the **top 45%** of the **2021 QS World University Rankings: Asia**.

In ensuring that our programmes continue to add value to our student's lives, we practice outcome-learning, where the students results and what they take away from us are our priority. Hence, we strive to provide practical industry-based experiences as part of their programme in the classroom itself. Following this, we also go the extra mile to ensure that we only partner with other educational institutions and industry partners of great repute.

Joining our consortium of global university partners of the University of Central Lancashire, the University of Greenwich, University of Sunderland, and Troy University are the HTMi Institution and University Malaya. HTMi is a leading global International Hotel and Tourism Education Group, with campuses in Switzerland, Singapore, Australia, and Dubai. At the same time, University Malaya is the first university in Malaysia and is ranked Top 10 Best University in QS Asia University Rankings 2021.

At SEGi, we also believe in giving back to the community at large. With this in mind, we seek to provide a holistic student experience to ensure that the graduates we produce are industry-relevant, sufficiently groomed with appropriate soft skills and humbled at heart.

Our Faculty members actively seek avenues where, together with our students, we can play our part in contributing back to those in need. The Faculty of Optometry & Vision Sciences partnership with the Rotary Club has made eye care affordable. Amid the pandemic's outbreak, SEGi-DUKE-Clinical Research (SEGi-DUKE-CRC) lab in Sibu Hospital also played a crucial role in testing the virus. The Ministry of Health authorised the use of the well-equipped lab operated by a qualified team. The Sarawak State Government sponsored the testing kits and reagents.

As a higher education provider that is well recognised for our research and teaching excellence, SEGi will continue to revolutionise the market. We need to tap into efficient resources that will help us build intelligence and strengthen our position as the regional hub of excellence in the fields of business, health sciences, allied health, engineering, information and communication technology, education, hospitality and tourism, postgraduate studies and professional and continuing education.

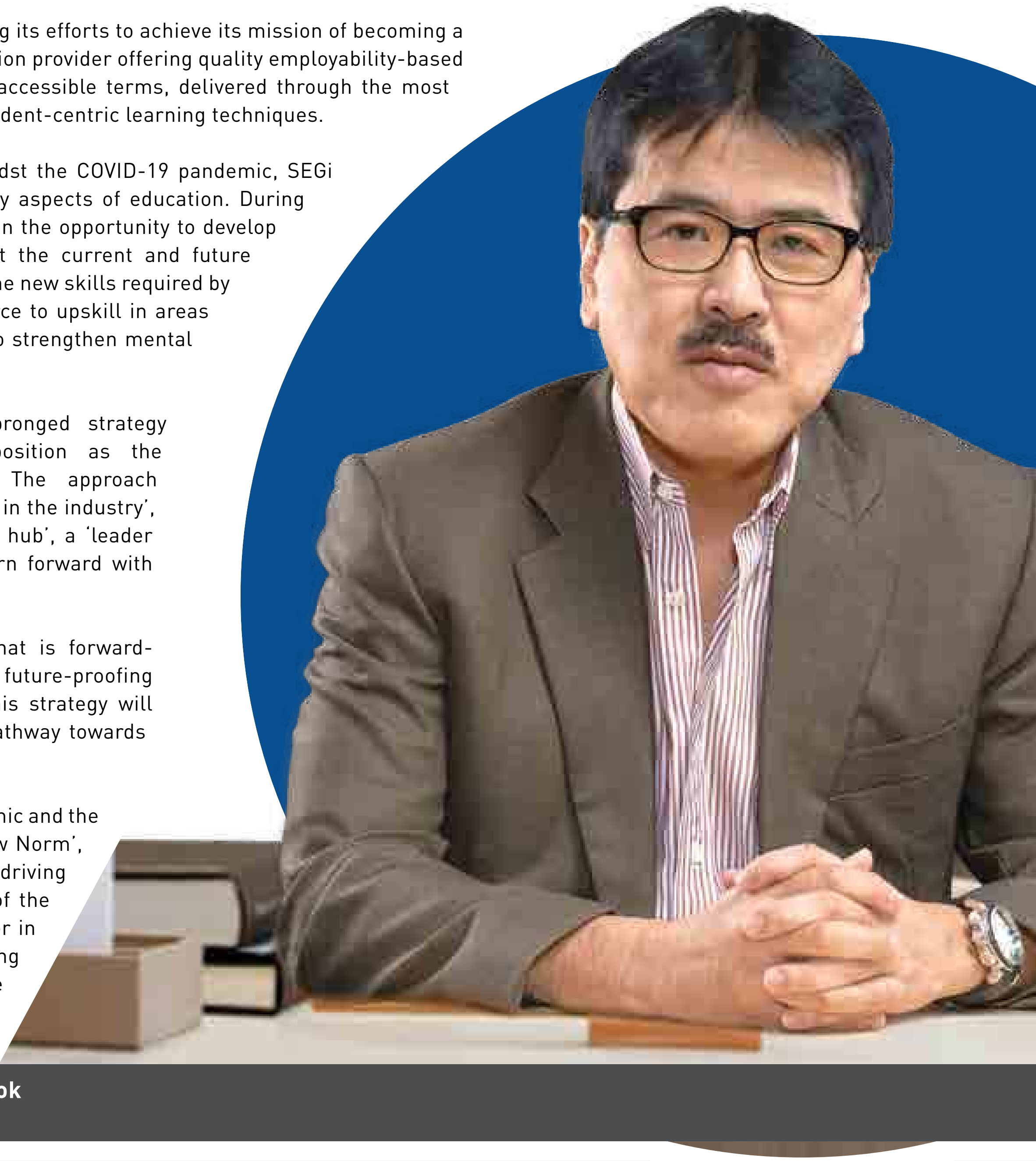
In recognition of SEGi's commitment to provide high-quality education, we were honoured to seal our position as the “Most-Wins Private Higher Education Institution” through winning numerous awards by the Ministry of Higher Education (MOHE) Malaysia for the assessment year 2019/2019.

With over four decades of maturity, SEGi has now carved our brand promise that is 'The Best in You, Made Possible' with an impressive number of young learners; as many as 20,000, in five major campuses located in the Klang Valley, Penang and Sarawak. And moving forward, we will continue to redefine the benchmarks of excellence.

YANG AMAT MULIA TAN SRI DATO' SERI SYED ANWAR JAMALULLAIL
Chancellor

PREPARING STUDENTS FOR THE WORKPLACE

AT SEGi, WE CONSTANTLY INNOVATE AND EVOLVE. WE STRIVE TO UPHOLD OUR VISION TO PLACE QUALITY EDUCATION WITHIN REACH OF WILLING MINDS AND NATURAL TALENTS.



“ SEGi is continuously intensifying its efforts to achieve its mission of becoming a premier regional higher education provider offering quality employability-based international programmes on accessible terms, delivered through the most innovative technologies and student-centric learning techniques.

I am pleased to note that amidst the COVID-19 pandemic, SEGi is still at the forefront of many aspects of education. During this period, the Group has taken the opportunity to develop relevant new courses to meet the current and future market demands considering the new skills required by the current and future workforce to upskill in areas of technology and soft skills, to strengthen mental capabilities.

We have identified a four-pronged strategy aiming to secure SEGi's position as the changemaker of tomorrow. The approach includes having the 'most wins in the industry', becoming a 'research experts' hub', a 'leader in digital innovation', and 'learn forward with micro-credentials'.

We want to carve a brand that is forward-thinking and focused on future-proofing graduates for the industry. This strategy will ensure it is set on the right pathway towards realisation.

With the outbreak of the pandemic and the worldwide adoption of the 'New Norm', students ultimately are the driving force of digital learning. One of the first steps to becoming a leader in digital innovation is discovering new ways to make a difference in every student's life.

Tan Sri Clement Hii Chii Kok
Group Managing Director

While other institutions begin online learning platforms to respond to the restrictions presented by the pandemic, SEGi has been approved by the Ministry of Higher Education Malaysia to conduct online courses since 2014. Armed with more than seven years of experience, SEGi is more than prepared when the pandemic happened, hence, the first to take the new normal in stride, with SEGi University Online.

The emergence of Blended Learning has also opened doors for many to upskill and reskill themselves, giving them the much-needed advantage for career progression, especially during the pandemic.

In addition to this, SEGi also provides an innovative education pathway via our micro-credential programmes to secure future-oriented opportunities. Micro-credential also allow students to break away from the conventional education pathways. Each micro-credential can be studied and accumulated as a credit transfer towards an accredited qualification later.

WORK INTEGRATED LEARNING EXPERIENCES DELIVERED EACH YEAR

SEGi's forward-thinking efforts have won the institution many local and international recognition, sealing its position as the Most-Wins Private Institution in the recent assessment by the Ministry of Higher Education, Malaysia. We provide the opportunity for students to learn from globally recognised researchers and industry experts to nurture industry-relevant graduates.

In response to the paradigm shift brought about by Industry Revolution 4.0 (IR 4.0), as educators, we also need to ensure that our graduate is agile enough to adapt and innovate in the face of challenges. Our efforts to prepare future-ready and industry-relevant graduates have seen our academic team focusing on outcome-based learning and integrating subjects related to the digital revolution into the programmes.

The COVID-19 pandemic and subsequent Movement Control Orders has affected many industries, and the higher education sector was no exception. It will be a challenging year ahead, but we have the utmost confidence that our teams are in an advantageous position to transform these challenges into opportunities with our new strategies in place.

PROVIDING THE BEST EDUCATION

As one of the most established private higher learning institutions in Malaysia, SEGi University and Colleges is committed to grooming excellence in the nation's human capital.

Hence, we stand by our brand promise to provide a wholesome learning experience that brings out the best in our students at the very heart of SEGi.

The quality of the curricula we offer, our top-notch facilities, research-friendly environment, experienced academics and decades of educational excellence has placed SEGi in a primary position to produce future-ready graduates with the capacity to revolutionise the market.

MEDICINE

SEGi offers the Bachelor of Medicine and Bachelor of Surgery (MBBS) programme to prepare aspiring doctors for a challenging and rewarding career that covers the parameters of promotion, prevention, therapeutic and rehabilitative medicine. The Faculty of Medicine at SEGi University strives to produce top-notch medical professionals who are lifelong learners.

This is made possible through the diverse student and patient-centred teaching and learning methodologies. Our graduates go through a comprehensive curriculum encompassing pre-clinical and clinical phases for five years. Students are also exposed to a wide array of personal and soft skills development within that period, shaping them into good communicators, thinkers, team players, and leaders. We also groom students to be in tune with the latest technological advances in the field of medicine to ensure the community receives prompt, accurate and effective care in a holistic, professional and ethical manner.

Our undergraduate programme is fully accredited by the Malaysian Qualifications Agency (MQA) and the Malaysian Medical Council (MMC). It also brings students one step closer to excelling in the United States Medical Licensing Examination (USMLE).

BIOMEDICAL SCIENCE

Graduates of this programme not only fulfil the nation's need for scientists and researchers but are also highly trained in the technical know-how of medical sciences technology, placing them in the highly skilled and competent pool of professionals.

SEGi's Biomedical Science programme is designed to produce talents with diagnostic, analytical, managerial and research competencies.

Through strategic learning methodologies, graduates will seek employment in various high-impact industries, including pharmaceutical and cosmetics, hospitals, community health centres, biotechnology companies, biomedical research institutes, forensic laboratories, blood banks, and many more.

DENTISTRY

The Faculty of Dentistry at SEGi University places quality oral health education within reach of willing minds and natural talents. We strive to empower students through innovative technologies and student-centric learning techniques to produce top-notch dental practitioners who are knowledgeable, technically competent, socially responsible and agile to respond to the changing health needs of the community.

We train our graduates to perform effectively and independently in a clinical setting and adhere to the highest standards of professional conduct and ethics. At the same time, they are also encouraged to continue their professional development through research and innovation.

SEGi's Faculty of Dentistry is well-equipped with a fully functioning dental clinic and many in-house dental professionals and auxiliaries. The SEGi Oral Health Centre is designed to meet industry standards, adhering to guidelines provided by accredited agencies. The faculty also has state-of-the-art teaching facilities to ensure that students are provided with the best possible hands-on training to develop their skills and aptitude. The programme has received full accreditation from the Malaysian Qualifications Agency (MQA), and graduates are fully registered with the Malaysian Dental Council.

SEGi is one of the few higher learning institutions to offer a well-recognised optometry programme in the country. Armed to produce general practitioners in eye care, the Faculty of Optometry and Vision Sciences has been proactive in providing comprehensive clinical exposure, business acumen training and personal development skills to equip students with industry-relevant skills.

Through the Bachelor of Optometry (Hons), students gain expertise in identifying and treating vision and vision systems' dysfunctions and disorders. SEGi also emphasises hands-on training within the campus clinic and private clinical and retail settings.

Further to this, various student and community engagement programmes enable them to develop valuable problem-solving, critical thinking, communication and leadership skills.

Our clinical system under the umbrella of SEGi EyeCare encompasses general optometric, speciality clinics and an optical dispensary, as it ensures effective learning and teaching for students. Throughout their studies, students also gain practical experience using the latest specialised equipment. They are shaped to be lifelong learners so that they continue to be on the path of discovery.

SEGi's optometry undergraduate programme is fully recognised by the Malaysian Qualifications Agency and the Malaysian Optical Council. It is also on the World Council Optometry member list of recognised Optometry Schools in the Asia Pacific.

Pharmacy revolves around developing therapeutic substances for disease treatment and prevention to protect and promote society's well-being. The scientific knowledge acquired through the pharmacy study equips graduates with relevant skills to contribute effectively towards the development of the health care system.

The Faculty of Pharmacy at SEGi University has a core team of highly qualified, experienced, and passionate academic staff dedicated to the efficient delivery of the Bachelor of Pharmacy (Hons) programme. The curriculum is designed and taught in an integrated manner to achieve the relevant competencies in various pharmacy disciplines.

Students also gain hands-on experience in different pharmacy settings throughout their four-year study, with built-in experiential placements in community pharmacy, hospital pharmacy, and the pharmaceutical industry.

The Faculty of Pharmacy is also well-equipped with advanced laboratories that have high-tech and modern instruments. There are also clinical skills labs, a mock pharmacy, an aseptic unit and a medical museum. The programme is fully accredited by the Malaysian Qualifications Agency (MQA) and Pharmacy Board Malaysia (PBM).

Allied health covers a wide range of professions in the field of nursing, safety and health, medical technology, environmental health and medical administration. The roles and responsibilities of allied health professionals may include but are not limited to the identification, evaluation and prevention of injuries, disease and disorders.

The Allied Health Science programmes offered by SEGi Group of Colleges have intensive learning modules with a strong emphasis on procedural skills.

The curriculum guides students in evaluating patients' responses, evaluating work environmental safety standards, ensuring environmental health, performing medical laboratory tests and making appropriate decisions about treatments and planning safety and health control measures.

Students can enhance their learning experience by using the human patient simulators at our laboratories to replicate the patient care environment and conduct various resuscitation scenarios. They are also exposed to hands-on sessions in our well-equipped industrial hygiene laboratory and medical laboratories, which provides them with an immersive learning experience and prepares them for the workforce.

SEGi places an equal emphasis on students' interest to foster the development of soft skills as we try to shape students to become lifelong learners.

Besides, we work closely with some of the most prestigious universities from the United Kingdom to develop a knowledge-rich and industry-relevant curriculum for the degree programmes.

The engineering field has been booming with significant growth opportunities, regardless of its specialisation, which intensifies the need for highly skilled human capital in the relevant engineering disciplines.

The Faculty of Engineering and the Built Environment at SEGi focuses on a student-centred approach, allowing greater student- teacher interaction from Malaysia and our partner universities worldwide.

Students have access to work in advanced laboratories and workshops with essential tools to develop their engineering skills. They are encouraged to take on impactful research or final-year projects that fuel their innovative and critical thinking skills. Such exposures are acute towards discovering sustainable solutions for the engineering sector.

Our programmes are delivered using applied methodologies and state-of-the-art engineering facilities. All the engineering programmes are fully accredited by the Board of Engineers Malaysia (BEM), i.e., a signatory to the Washington Accord, an international accreditation agreement for professional engineering academic degrees. The recognition indicates that SEGi graduates meet international academic standards to practice engineering at a global level.

The Built Environment consists of Quantity Surveying, Architecture and Interior Architecture programmes. While the Interior Architecture programme has received full accreditation from the Board of Architects Malaysia (BAM), the Architecture programme is expected to receive its Full accreditation by BAM in 2021. In addition to the conducive learning environment, each cohort of these students will be given a dedicated Design Studio throughout their studies. These Design Studios are accessible even after office hour and weekend to ensure that the relevant technical skills are acquired by students during their study at SEGi. As for our triple crown Quantity Surveying programme, it is fully accredited by the following professional bodies and thus boosted our graduate's employability prospects worldwide:

- Board of Quantity Surveyors Malaysia (BQSM)
- Royal Institute of Chartered Surveyors (RICS)
- Pacific Association of Quantity Surveyors (PAQS)

Business, Accounting and Management is SEGi's largest and most established cluster, which caters to in-demand programmes to develop the global business leaders of tomorrow.

With industry-relevant and high-quality business education, students can experience various innovative learning methods, including lectures, seminars, workshops, presentations, and practical sessions delivered by our finest and dedicated teaching staff.

In line with our brand promise to provide a holistic learning experience, SEGi works closely with reputable industry advisors to facilitate the transfer of knowledge and expertise via industry engagement series, talks, seminars and the Aspiring Entrepreneurs Club SEGi to the industry and vice versa.

SEGi has established a Centre of Excellence (CoE) to ensure a world-class tertiary education for our students. We also work closely with prestigious universities from the United Kingdom to develop a knowledge-rich and industry-relevant curriculum to produce highly marketable, competitive and industrious young talents.

Quality education is one of the Sustainable Development Goals (SGDs) adopted by the United Nations to ensure inclusive and equitable education for all. Apart from grooming a generation of autonomous lifelong learners, SEGi trains future educators to be innovative problem solvers and decision-makers.

SEGi offers a wide range of education courses, including specialisations in Early Childhood Care and Education (ECCE), Teaching English as a Second Language (TESL), Special Needs Education and Guidance Counselling.

SEGi has been the trusted pioneer of ECCE programme among the private tertiary institutions and has been producing highly qualified ECCE educators and practitioners since 1998. We also championed the ECCE training under the purview of the Education National Key Economic Areas led by Pemandu in 2010.

Our students are presented with an in-depth exposure to a balanced, holistic and industry-relevant academic and skills development programme within and outside the classroom with the help of expert educationist with strong industry links.

They are also given regular training and internships to increase their professional competencies.

SEGi also collaborates closely with more than 100 registered schools and learning institutions that provide regular training and internships to increase students' professional competencies. This also presents graduates with a plethora of quality employment opportunities.

Technology is reshaping many aspects of the world's economies and structures of governments and societies. In developing countries, governments, businesses and the public are harnessing the transformative power of technology to make public services more efficient, grow businesses and strengthen and expand social networks.

As technology and innovation hold the key to the future, the workforce must be equipped with the right skills to meet the ever-evolving challenges arising from emerging technologies.

The Technology and Innovation programmes at SEGi are designed to allow graduates to apply adaptive skills and knowledge in a constantly transforming field. Apart from getting highly recognised qualifications, students also have the opportunity to earn professional certifications from authorised bodies such as Huawei and EC Council.

SEGi University is also one of the first private tertiary institution in Malaysia to offer a specialisation in cybersecurity, allowing graduates to harness a wide range of skills that will fulfil the needs of the Information and Communication Technology industry, particularly with the advent of IR 4.0.

SEGi's technology-enabled environment, such as digital classrooms and state-of-the-art computer labs, also facilitate the teaching and learning process by creating a conducive environment that encourages self-directed learning.

The fast-paced digital world has pushed the world of communications into an exciting realm. Today's communicators act as business strategists who inspire change. They have a critical role in keeping their organisations abreast of global trends and, at the same, generating and communicating the right messages that create value to the business and society.

SEGi aspires to create communicators who are trendsetters and highly competent in the fields of advertising, public relations, marketing, political and public affairs and every other platform that requires the touch of communication professionals.

Our dedicated faculty members are committed to helping students understand the science of communication and effective ways of applying them to derive targeted results. Students are guaranteed an in-depth knowledge of communications, including how technologies shape and govern society.

Apart from working with industry-standard software, students also get access to our state-of-the-art facilities and are exposed to hands-on training and industry engagements that teach them how to evaluate communication challenges and produce pragmatic solutions for the industry.

Armed with a strong academic reputation, SEGi's Creative Arts and Design programmes are designed to unleash your creative potential through a rich core curriculum within a world-class environment.

SEGi provides various industry-standard facilities and equipment, including a photography studio, music room, green room for production purposes, voice-over studio, broadcast studios and editing rooms that provide students with comprehensive hands-on training to prepare them for the workplace.

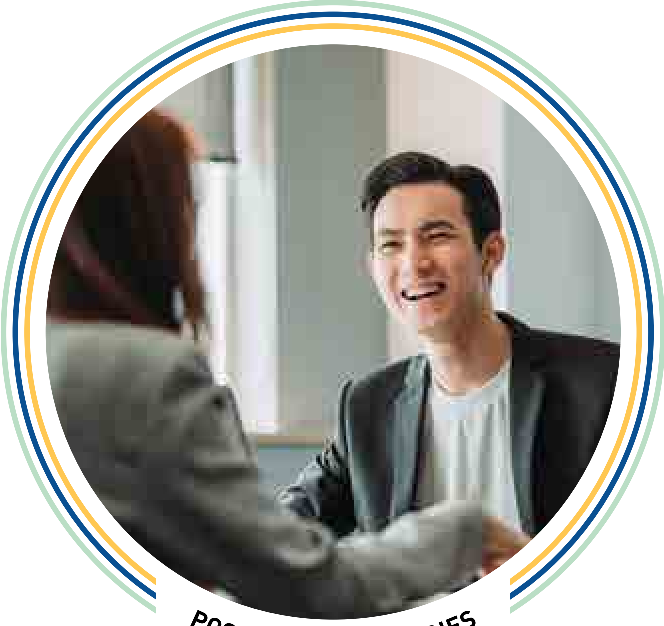
SEGi's dedicated faculty members also have close links with the industry and have served as jurors for fine art and design competitions locally and internationally.

Apart from training students to be lifelong learners, SEGi's student-centred teaching approach also fosters creative, innovative and critical thinking, problem-solving and decision-making skills.

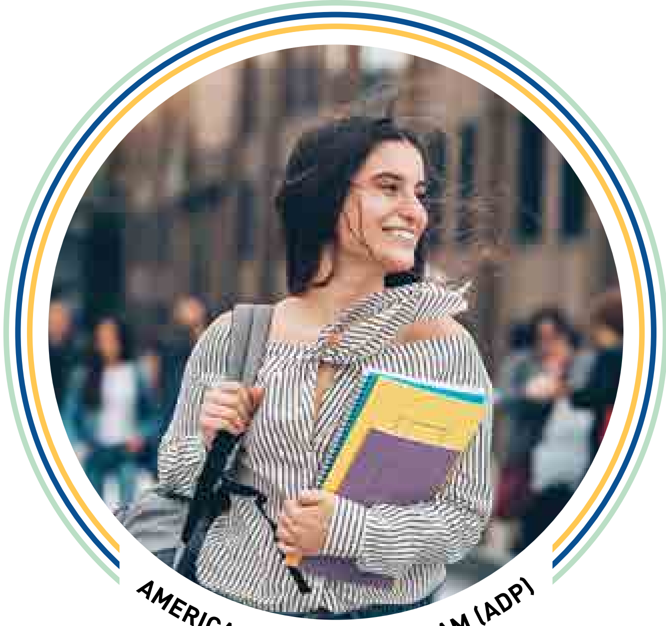
The hospitality and tourism sector is constantly sprouting with new growth opportunities globally. As businesses and people spend more money on leisure and services, the industry has become one of the largest and fastest employment creators, thus the need to train more qualified individuals who can deliver first-class services.

The Hospitality and Tourism programmes at SEGi are designed to equip students with industry-relevant skills and knowledge. The learning modules cover marketing, human resources, information management, planning and research, and many more and are constantly updated to meet the evolving needs of this versatile sector.

SEGi also partners with top national and multinational hotels to ensure our students get the best industry-relevant training to prepare them for a rewarding career. Students undergo intensive internships as part of the programme with the option of completing their training with our affiliated partners, giving our graduates an upper hand in terms of exposure.



POSTGRADUATE STUDIES



AMERICAN DEGREE PROGRAM (ADP)

Postgraduate education has become a necessity as the global workplace becomes more competitive and complex. SEGi's postgraduate programmes not only attract top students but are of international standards. They are also flexibly designed to meet the needs of an ever-changing workforce.

Apart from providing an opportunity for career expansion, a postgraduate qualification also enhances one's prospects, which translates to better career growth and development, which paves the way for individuals to become industry specialists.

Malaysia is shifting from a manufacturing economy to a service and technology-based economy, which requires many innovative and skilled professionals who are creative, knowledgeable and specialised.

With SEGi, learners can earn now earn their master or doctoral degrees between 12 and 36 months, depending on their pace. Our uniquely structured courses are carried out through a blended learning approach which is power-packed with industry-relevant modules, weekend or evening workshops and online learning facilities. Students also have the opportunity to gain international qualifications through our dual-award programmes.

SEGi has teamed up with some education powerhouses to provide students with opportunities to obtain the valued American Degree Program (ADP). Students can customise their education pathway with flexible transfer arrangements or by completing the programme entirely in Malaysia.

The ADP at SEGi is awarded by the reputable Troy University, a public university in the US, which holds many prestigious accreditations and memberships. SEGi is Troy's exclusive partner in Malaysia. Apart from a globalised curriculum, our students also experience American-style learning from visiting professors from the US.

They are also exposed to continuous learning through coursework and have the opportunity to choose from a wide variety of majors. The Bachelor of Science programme offers majors in Business Administration, Communication Arts and Psychology and minors in Psychology, Promotion, Global General Business and Communication Studies.

SEGi's Pre-University or Foundation programmes are designed to equip students with the academic skills required to gain entry to a wide range of undergraduate programmes.

Our world-class Foundation programmes are recognised by various tertiary institutions in the United Kingdom, Australia, New Zealand and China. The pre-university assists in the transition of secondary studies to tertiary education.

Students are exposed to comprehensive theoretical classes and course works and are also prepared for higher studies and a smoother tertiary journey through various student engagement and enrichment programmes. Plus, SEGi has a well-connected network locally and internationally, giving students access to global employment opportunities.

SEGi is the only higher education institution in East Malaysia that offers internationally recognised law programmes. These courses are ideal for students who wish to obtain a qualification of international standing en route to a successful career as a practising lawyer.

The Law Faculty offers Pearson Edexcel A-Levels (Arts), Diploma in Law and Bachelor of Laws (LLB). Our highly sought-after LLB is awarded by the University of London International Programmes (UK), and it offers the security of an internationally recognised 'Gold Standard' degree.

Graduates will join a distinguished group of solicitors, barristers, and judges worldwide who obtained their law degree through the University of London International Programmes.

Fraught with stigmas and challenges, mental health is one area of study with immense need and possibilities. It is also a critical career option as Malaysia requires more psychologists and counsellors to address the shortage of mental health services in public, private and social health settings.

Psychology is a branch of health science that focuses on mental health counselling, intervention and well-being, addressing organisational effectiveness, education, public health, relationship, personal and professional developments, behavioural science and social empowerment.

With a clear goal of producing exceptional mental health professionals, SEGi's psychology programmes comprehensively cover all the basics and beyond to groom future psychologists, therapists, counsellors, social workers, educators, trainers, and consultants.

Apart from home-grown diploma and international degree programmes in collaboration with SEGi's reputable global partners from the US and the UK, SEGi also offers a comprehensive honours degree that provides a unique approach to mental health care encompassing various disciplines, including clinical, educational, criminal and cross-cultural psychology.

As graduates of this programme, students will gain the required aptitude, personality, and skills to apply for an illustrious career as a mental health professional in counselling, education, medical, business, management, marketing, human resources, research, and training and development.

Lifelong learning is essential, especially with the ever-changing labour market demands. Working adults are encouraged to pursue continuous learning as it helps in their career advancement.

SEGi understands the needs of working adults as they have a busy schedule and strive to balance work and family commitments. We created the Professional and Continuing Education programme (PACE) to provide equal opportunities to pursue their studies without compromising existing obligations and responsibilities.

PACE is a consortium of global universities from the UK, US, Australia and Malaysia that offers a flexible study mode that best suits learners' schedules. Our blended learning approach enables learners to attend part-time or weekend classes or opt for distance learning mode. Learners are constantly connected to our academic team via our specially designed online platform known as Blackboard.

PACE provides more than just theoretical learning as there would be monthly workshops to maximise interactions, networking and learning. Our team of dedicated and experienced lecturers are also ever-ready to assist learners through their education journey whilst encouraging them to be self-reliant.

SEGi UNIVERSITY

This flagship campus is strategically located on a 10-acre site at Kota Damansara, with the Kota Damansara MRT Station conveniently located at our doorstep. The purpose-built campus has an academic library, research and recreational facilities, providing a complete learning experience for up to 12,000 students in this particular campus alone.

SEGi University provides affordable quality global education to school leavers and working adults in the field of Accounting, Finance and Business Management, Medicine, Dentistry, Optometry, Pharmacy, Biomedical Science, Engineering, Information Technology, Cybersecurity, Psychology, Hospitality & Tourism Management, Early Childhood Education, as well as pre-university programmes.

SEGi ensures its students' wellbeing is taken care of through SEGi CONNECT, its Mentor-Mentee system, SEGi Enrichment Programme, Academic Skills Unit, Global Industry Placement, SEGi Employment Readiness Programme, and SEGi Valued Corporate Partners. Besides providing excellent academic support and guidance, SEGi University also has noteworthy comprehensive teaching facilities, including the SEGi Oral Health Centre and Rotary-SEGi EyeCare which caters to the public.

An extension building named SEGi Tower is located a stone's throw away from the flagship campus. SEGi Tower accommodates up to 6,000 students from the Faculty of Business, Accounting and Management, Faculty of Technology and Innovation, Faculty of Communication and Creative Design and the School of Hospitality and Tourism. Adjacent to SEGi Tower is the SEGi Residence, a 25-floor condominium for student accommodation.

Students also have the luxury of having a well-connected campus close to their homes and commercial centres and an inclusive hostel, sports and recreational facilities within the campus, which make up a complete and exciting student journey.

The Kota Damansara campus houses the Centre of Excellence (CoE) for Health Sciences; Technology & Innovation; Business & Accounting; Creative Arts & Design; Early Childhood Care & Education; Hospitality & Tourism; and Artificial Intelligence. It is also an International Students Hub of Excellence.

In line with the Industrial Revolution 4.0, SEGi University & Colleges is committed to adopting a global benchmark in grooming highly skilled students and academics via world-class curricula, prominent industry linkages, futuristic facilities and high-value engagements that create future-proof talents who will continuously evolve and raise the nation to the next level.

SEGi GROUP OF COLLEGES

Established in 1977 as Systematic College, SEGi University & Colleges has evolved into one of Malaysia's most established private higher education institutions. With a flagship university campus in Kota Damansara, the group also has five college campuses in Kota Damansara, Subang Jaya, Kuala Lumpur, Penang, and Kuching.

SEGi Group of Colleges has provided affordable quality global education to school leavers and working adults in Accounting, Finance and Business Management, Engineering, Information Technology, Cybersecurity, Psychology, Hospitality & Tourism Management, and Early Childhood Education.

SEGi Group of Colleges is also committed to providing students with the opportunity to earn a foreign degree in Malaysia with its world-renowned and award-winning university partners from the United Kingdom and the United States. It also has a strong presence of international students who seek quality and globally recognised education in Malaysia.

All of its programmes, ranging from certifications to postgraduate degrees, are MQA-accredited and emphasise industry relevance, career readiness, and marketability to maintain a strong global appeal and employability standard. This is evident from the growing number of collaborations established with industry partners who also serve as referrals which keep the curriculums relevant to today's needs and create a plethora of work and placement opportunities for students.

SEGi has been awarded the most 6 Stars rating in the prestigious Malaysia Quality Evaluation System or MyQuest 2018/2019. For the 2016/2017 assessment year, SEGi university was also recognised with the most 6 Stars rating for outstanding teaching quality and academic excellence. It has also achieved the highest 5 Stars in the categories of teaching, facilities, social responsibility, and inclusiveness in the 2016 Quacquarelli Symonds (QS) stars audit. Other accolades include the 2017 and 2018 Putra Brand Awards in the Education and Learning category.

This makes SEGi the first institution to receive such strong recognition for being a student-centric study destination. Internationally, SEGi is ISO 9001:2015 certified, which ensures SEGi's commitment to international compliance standards.

OVERVIEW OF SUSTAINABILITY

SEGi recognises that sustainability is an ongoing and evolving practice in creating long term business value. We will continue assessing our efforts to promote sustainability and better position ourselves to achieve growth. During the COVID-19 pandemic, the Group continues to establish our strategies to mitigate the impacts of the pandemic.

Scope of Reporting

In 2021, we conducted a thorough and detailed analysis of our key stakeholders, along with the areas of concern. As not all material sustainability matters are of equal importance, our sustainability reporting, inter alia, focuses on the material sustainability matters that concern our top five major stakeholders, namely, Students, Shareholders, Employees, Regulatory Bodies and the Community, are of high importance to our business. SEGi will continue establishing baseline performance measures to improve the Group's sustainability efforts.

SEGi Sustainability initiatives that have taken place for the year 2021 is grouped under the Economic, Environment and Social clusters as indicated.

ECONOMIC

Innovation & Product Development

Training & Capacity Building

Student Relationship Management

ENVIROMENTAL

Enviromental Stewardship

- Energy Management
- Water Management
- Waste and Resource Management

SOCIAL

Graduate Employability Readiness (GER) Program

Students Employability

Community Outreach Program

Workplace & Occupational Safety & Healty

Reporting Period and Boundary

In terms of considering the scope for sustainability, we have set the following parameters during the financial year under review:

1 Reporting Cycle: From 1 January 2021 to 31 December 2021.
2. Geographical location: Within Malaysia where the Group's core business and operations are located, specifically within our campuses and the local area and community surrounding our campuses located in Klang Valley, Penang and Sarawak.

We are proud to announce that SEGi is also taking steps to respond to the Sustainable Development Goals moving forward, and will report the relevant initiatives in the future.

Basis of the Statement

This Statement was prepared in accordance with the MMLR. As SEGi recognises the importance of sustainability as a key driver for long-term business growth, we remain committed to operating in a responsible and sustainable manner. The Board believes that, in the course of doing so, it will provide enhanced value to the stakeholders.

Governance Structure

SEGi recognises the importance of sustainability as a key driver for long-term business growth and persistently reinforces sustainability to be embedded across the Group's business strategies and operations. SEGi remains committed to operating in a responsible and sustainable manner as sustainability is an ongoing pledge by the Group and its leadership. SEGi will also continue to emphasise responsible and sustainable practices in its business operations. The Board believes that, in the course of doing so, it will provide enhanced value to the stakeholders.

In SEGi, while the Board is primarily responsible for the Group's sustainability efforts, it is assisted by the Sustainability Committee. The Committee comprises representatives from various departments of SEGi University and SEGi Group of Colleges ("SGC"), and is currently led by our Group Chief Executive Officer, Professor Hew Moi Lan.

The Sustainability Committee is tasked with considering and evaluating:

- How the Group's operations impact various stakeholders.
- The adequacy and effectiveness of sustainability initiatives and processes.
- How these initiatives and processes could be improved to support our long-term business growth.

The Committee also monitors and manages all sustainability strategies and initiatives of the Group.

The Committee meets at least four times annually. It makes recommendations to the Board periodically to facilitate decisions regarding sustainability initiatives and policy decisions that can the Group can undertake. Senior Management is responsible for executing the sustainability initiatives and strategies once adopted.

MATERIAL METHODOLOGY

During the financial year, and being part of our ongoing efforts, the Committee continued assessing the Group's economic, environmental and social risks and opportunities. The Group will undergo the materiality assessment to identify and assess the relative importance of specific environmental, social and governance ("ESG") issues that may potentially impact our business and/or our stakeholders. As a result of this analysis, the Board believes that it will enable the Group to create its long-term ESG strategy and targets and find the best strategies resulting from the process.

IDENTIFICATION

The risks and opportunuties are reviewed to identify key stakeholders that affect our strategic direction.

01

STAKEHOLDER ENGAGEMENT

Data from internal and external stakeholders are collected and reviewed.

02

PRIORITISATION

From the analysis of the stakeholder engagement feedback, the stakeholders will be classified based on their level of influence, impact and interest to determine their prioritisation.

03

PROCESS REVIEW

The Senior Management Committee and the Board deliberate the recommendation from the Sustainability Committee and re-adjust and improve the business strategy, if necessary. Relevant policies will be in place to monitor and manage those issues, if necessary.

04

SUSTAINABILITY

The materiality process comprises four key steps:
SEGi believes that the principles and actions to promote sustainability should be embedded across the Group's operations and initiatives. SEGi is committed to operate in a responsible and sustainable manner. It will continue to emphasise on sustainable and responsible practices in its business operations, and the Board believes that, in the course of doing so, it will enhance value for its stakeholders. (AL Rpt 2018)

Sustainability Strategy

A sustainability strategy is a prioritised set of actions, providing an agreed framework to focus investment and drive performance, as well as engage internal and external stakeholders. SEGi University & Colleges is committed to grooming excellence in the nation's human capital. We focus on innovation for growth in our products, services and new business models that can provide revenue streams through meeting environmental and social needs. We provide holistic learning experience that brings out the best in our students, gearing towards full student employability with an industry-relevant curriculum.

SEGi enhances its reputation and brand through striving to achieve outstanding recognised local and international awards. Sustainability plays a fundamental role in driving our value creation process. It enables us to develop a deep understanding of value drivers crucial to supporting business resilience and creating positive impacts on our stakeholders. SEGi transforms our campuses to be environmentally friendly, which helps to reduce energy waste and inefficiencies.

Stakeholder Engagement

STUDENTS

WHY WE ENGAGE

Our students play an integral part in our business growth. In order to deliver quality education, we need to understand their expectations which will, in turn, build student goodwill.

ENGAGEMENT	PLATFORM FREQUENCY	KEY CONCERNS
• Climate Survey • Survey on current issues • Student Staff Consultative Committee • Lecturer's delivery feedback survey • Instant Messaging – WhatsApp Groups • Facebook and Instagram • Student Representative Council (SRC) • SEGi Connect • Net Promoter Score Survey	• Once a year • As and when needed • Twice a year • Quarterly • Every Semester • Several times a week • Monthly • Initiated by students as and when needed • After every service transaction	• Concerns about COVID-19, SOPs and borders opening • Internet accessibility in student's home country • Access to laboratory facilities • Time zone differences for class delivery • Internship • Graduate on time

RESPONSE
• Online delivery policy developed to standardise the teaching methodology using virtual platforms. • Induction programme designed to ensure students' smooth transition into virtual campus life. • Classes are scheduled to ensure inclusion and equity in learning, and gaps were identified to be delivered physically and ensure students can graduate on time. • Lectures were recorded and uploaded to the SEGi learning platform for students to access at their convenience, and chats were established to improve student engagement • Special software acquired to allow students to use the computer laboratory remotely. • Students requiring practicals were allowed to return to campus under strict SOP issued by the Ministry of Higher Education. • Internship converted to project based on guidelines provided by regulatory bodies during MCO and CMCO period. • Facebook, Instagram, SEGi student emails, WhatsApp, SEGi Connect among others were used to provide students with updates and feedback to their concerns

SHAREHOLDERS

WHY WE ENGAGE

The Group always works closely with our stakeholders to comprehend and complement their expectations and requirements. This approach will enable us to prioritise and better manage their concerns as well as needs, and improve our business operations and standing

ENGAGEMENT PLATFORM	FREQUENCY	KEY CONCERNS
• Exco and Board meetings (for Major Shareholders) • Annual General Meeting (for Public Shareholders) • Annual Review (For Bankers) • Active Engagements with Bankers • Quarterly Inspection (for Landlord)	• Monthly • Once a year in the AGM • Annually • Periodically • Quarterly	• Impact of COVID-19 pandemic on our business • Improved communication and relationship • Improved communication and relationship • Financial health, solvency and covenants compliance • CFO accessibility • Care for the campuses • Third-party reporting

RESPONSE
• For major shareholders, hybrid and zoom meetings were organised to enable the Exco and Board to continue engaging without interruption during the pandemic and discuss business plans and strategy. • For public shareholders, the 1st virtual AGM was conducted in 2021 via live streaming and online remote voting using the Remote Participation and Voting Facilities. • For Bankers, our Finance team has regularly kept in touch with the main bankers and contacted them when issues arise. • For Landlord, despite the MCO, quarterly inspections were carried out by AmanahRaya's appointed valuer.

EMPLOYEES

WHY WE ENGAGE

Improving your workplace and culture to be connected and dedicated to your company's goals and values is essential. Employee engagement is based on trust, integrity, and communication between an organisation and staff to ensure they are happy and excited to work for the company.

ENGAGEMENT PLATFORM	FREQUENCY	KEY CONCERNS
• Employer Engagement Survey • iLearn Hub • Performance Management • Quarterly In-House Training Calendar	• Annually • Day-to-day • Annually • Quarterly	• eLearning initiatives • To measure progress • Continuous development
RESPONSE		
It also will encourage the team to value their job role and contributions to success. Indirectly, employees value and understand the company's mission, goals, and objectives. Likewise, the company understands and values employee goals.		

COMMUNITY

WHY WE ENGAGE

Community engagement represents one of the core functions of a modern university, which is to give academic, physical and emotional support for the well being of the community where the university is located. The university serves the community it exists within and provides the intellectual hub as a centre of reference for that community.

ENGAGEMENT PLATFORM	FREQUENCY	KEY CONCERNS
• Projects by Student Volunteer Group • Activities by Student Clubs/Societies • Projects as part of Compulsory subjects mandated by MOHE	• Every semester • Every semester • Every semester	• Education • Clinical services • Charity • Fund raising
RESPONSE		
The acceptance of various projects aimed at the community through the platforms above has been overwhelming, showing appreciation of the extended gesture and the benefits they have derived from the community projects.		

Blood donation drive

Bubur Lambuk

SEGi Flood Relief at Hulu Langat 2021

REGULATORY

WHY WE ENGAGE

The education sector in Malaysia is regulated by the Ministry of Higher Education, the Malaysian Qualifications Agency, and professional bodies. We have to ensure we must obtain approvals and recognition from these regulatory bodies to ensure our graduates are competitive in the job market.

ENGAGEMENT PLATFORM	FREQUENCY	KEY CONCERNS
• Dialogues • Events • Websites • News release • Accreditation	• Constantly • Constantly • Constantly • Constantly • Constantly	• To be updated on the latest rules and regulations • Ensure students graduate from accredited programmes • Visa for international students

RESPONSE
• Regularly attend all the dialogues and events organised by the regulatory bodies. • Regulatory websites and news released are frequently checked by us to ensure SEGi is updated on the latest information • Detail self accreditation is carried out to ensure the regulatory bodies accredit all of SEGi's programmes.

KEY PERFORMANCE AREAS

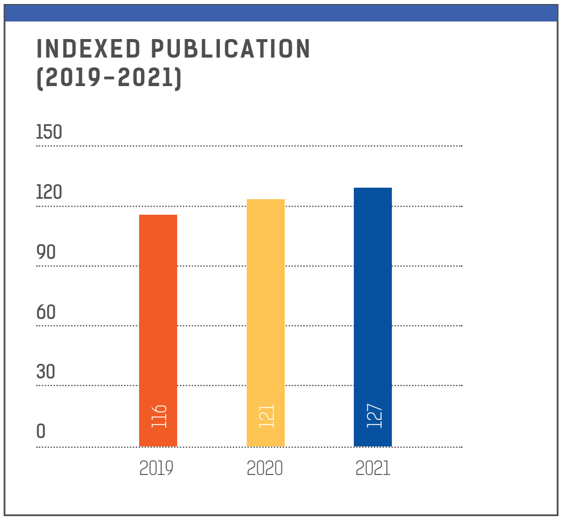
Innovation and Product Development

SEGi's academic team constantly find means to reach out to students from all walks of life by stepping outside the box. We continuously challenge our teaching methods and strategies to ensure learners are successful and meet the industry demands. In 2021, the team developed flexible programmes for learners from all demographics and within the Malaysian regulatory framework.

1. Established Research Centres

- Centre for Water Research in Collaboration with Indah Water Konsortium (IWK)
- Centre for Bioprocressing Engineering in Collaboration with Malaysia Palm Oil Board (MPOB)
- R&D on Heating, Ventilation & Air-Conditioning (HVAC) in Collaboration with Daikin.
- Centre of Excellence for Artificial Intelligence (A.I) in Collaboration with MIMOS
- National Higher Education Research Institute (IPPTN) in Collaboration with USM
- Centre of Excellence in Educational Innovation and Technology Leadership (CEEiTL)

2. Publications from Research Centres



> **IT IS NOT BEYOND OUR POWER TO CREATE A WORLD IN WHICH ALL CHILDREN HAVE ACCESS TO A GOOD EDUCATION**
>
> Nelson Mandela

3. 834 Micro-Credential Courses Launched in 2021

micro@Certificate	micro@Undergraduate	micro@Postgraduate
570	204	60

4. 16 MOOC Executive Programmes launced in 2021

- Computing
- Computer Network
- Software Engineering
- Business System Design
- Global Business
- Digital Marketing
- Financial Management
- Human Capital Management
- Educational Studies
- Special & Inclusive Education
- English Language Teaching
- Early Childhood Curriculum & Pedagogy
- Digital Advertising
- Digital Broadcasting
- Hospitality & Event Management
- Food Service & Convention Management

5. 13 New Programmes Launched in 2021

Faculty of Education, Languages & Psychology
- PhD Education ODL
- Master Education ODL
- Bachelor of Psychology (Hons)
- Diploma in Psychology

Faculty of Accountancy, Communication & Hospitality
- Bachelor of Business Management (Business Analytics)

Graduate School of Business
- PhD Management ODL

Centre of Pre-University
- Foundation in Arts ODL
- Foundation in Sciences ODL

Faculty of Optometry & Vision Sciences
- Bachelor of Science (Optometry) (Accelerated pathway for practitioners)

Faculty of Engineering, the Built Enviroment & Information Technology
- Diploma in Computer Science
- Diploma in Occupational Safety and Health (2)

Faculty of Pharmacy
- Master of Science (Pharmaceutical Science)

6. Diploma in Early Childhood Education APEL.Q provision approved in 2021 for in-service teachers to gain a qualification with their work experience – a Malaysian Qualification Agency (MQA) initiative

Student Relationship Management

HOW DID WE CREATE VALUE

1. Ongoing Student Engagement & Dialogue

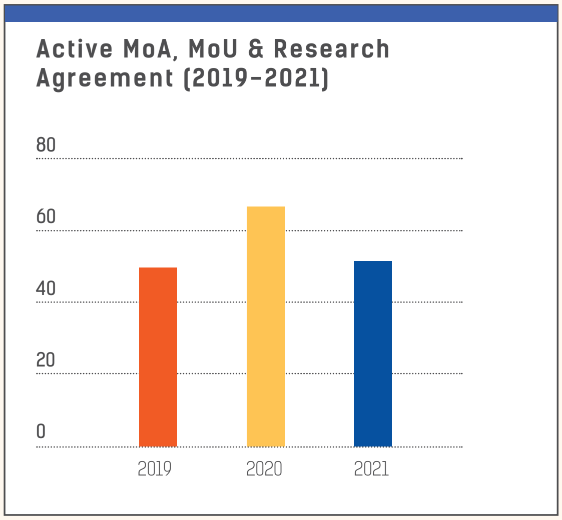
Despite travel restrictions that affected the international and domestic market due to the COVID-19 pandemic, the team continued to engage with students through virtual meetings and webinars.

2. Partnerships & Collaborations

Industry and academic partnerships are essential for SEGi students and graduates. These partnerships enable students to access the industry for internships and employment. In addition, the students are updated on the latest trends and technology in the relevant sector. SEGi continued to engage the industry and academic advisers through virtual meetings and organised webinars for students to attend during the MCO period.

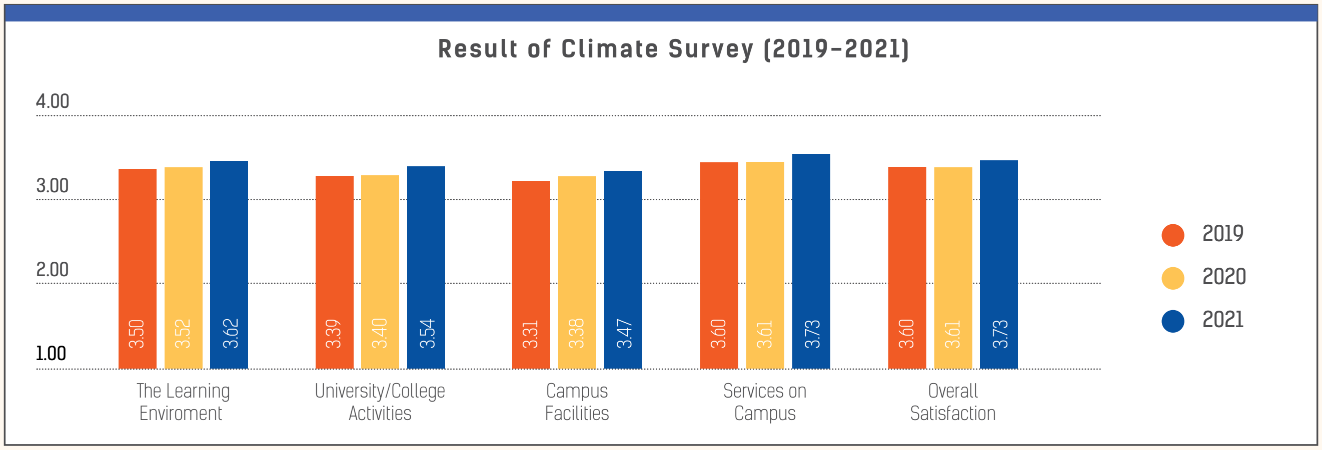
3. Student Complaint Management

All cases of student complaints are dealt with using standard workflows, including direct engagement with the concerned departments, which the students have groused on, whilst keeping the respective heads informed of the situation. Prolonged complaints that have escalated would be attended by the Deputy Vice Chancellor, Student Affairs, by directly engaging with the respective heads.



4. Climate Survey on Students' General Satisfaction

At least one general survey is carried out every year, known as the Climate Survey, to gauge and rate the various services of the university departments, including academic and general services. Students also have the opportunity to provide feedback on these matters, which also include the facilities provided within the campus. Results of the Climate Surveys in 2019, 2020 and 2021 are shown for several of the indicators.



Training and Capacity Building

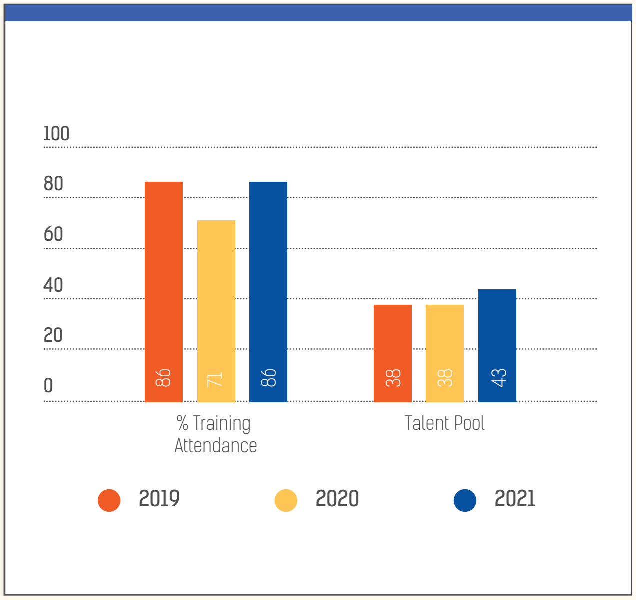
HOW DID WE CREATE VALUE?

1. Training and Development

Employee training and development can help employees become better at their jobs and overcome performance gaps due to a lack of knowledge or skills. This approach can help the team be more productive and obtain improved business outcomes, leading to a competitive advantage over other companies. Besides, training can help the employees be more innovative and agile in responding to change and help with necessary upskilling and reskilling to help the University ensure that their initiatives meet their current needs.

2. Talent Management

The program is determined to help identify high-performing employees and help them develop the knowledge and skills required to advance into more senior roles. This will also help the employee step out of their comfort zone to take on more challenging assignments to gain more experience for personal growth.



WHAT WERE THE ACHIEVEMENTS?

86% of employees attended training

Training Choices vary from in-house, virtual training to eLearning training, primarily to cater during the pandemic.

Training Budget Of RM500,000

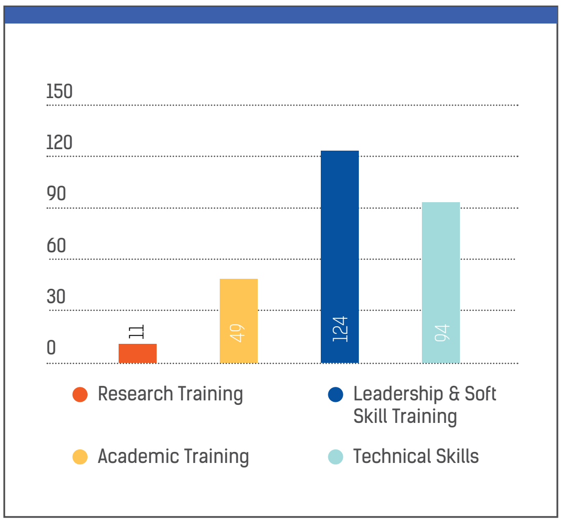
A total of RM500,000 has been allocated for employees' continous professional development for the years 2020 & 2021.

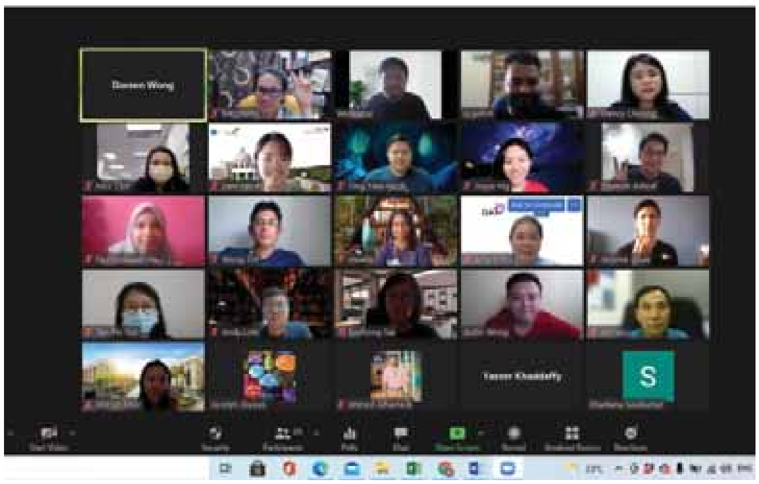
100% of Staff Vaccinated

Fully vaccinated employees who have received two doses of COVID-19 vaccines. These vaccines are Pfizer, AstraZenecca and Sinovac vaccines.

A leadership training session

TYPES OF TRAINING 2021





A virtual training session

There are many types of employee training and development. In high performing organisations. Training and development initiatives are based on organisational needs, the target audience for the initiative, and the type of knowledge or skill that learners are expected to obtain. Some of the most common types of employee training and development include Technical skills, Hard Skills, Soft skills, Leadership skills, Teaching & Learning Approaches & Research Development. Every year, new sets of of Training plans will be compiled based on the gaps identified by the Head of the Department. This is to evolve and align with the organisation's direction and enhance the employees' competencies.

CONTRIBUTING TO THE GREEN AGENDA

Environmental Stewardship

HOW DID WE CREATE VALUE

SEGi University in being a good global citizen is transforming the university as an environmentally friendly campus. To support this strategic direction, the University is ISO1401:2015 Certified by ABS Quality Evaluations since 2018. The University has been successfully maintaining the certification with no non-conformity during the annual surveillance audit.

Energy Management

- ✓ Solar power initiative
- ✓ Installation of timers to all classrooms
- ✓ Create sustainability awareness among staff and students

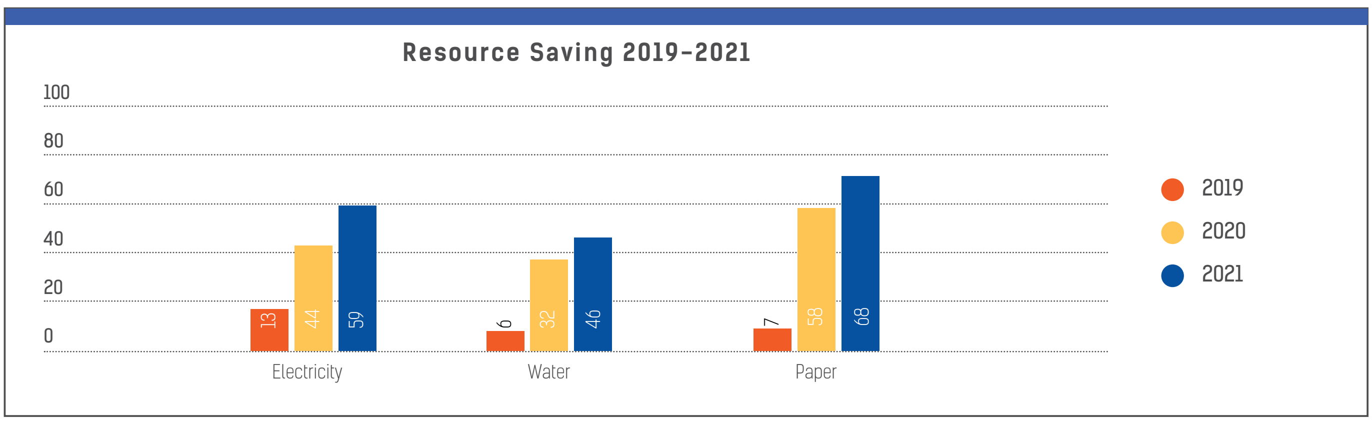
Water Management

- ✓ Install flush volume reduction cistern WC
- ✓ Install rainwater harvest system
- ✓ Educate staff and students on benefits of water savings

Waste & Resource Management

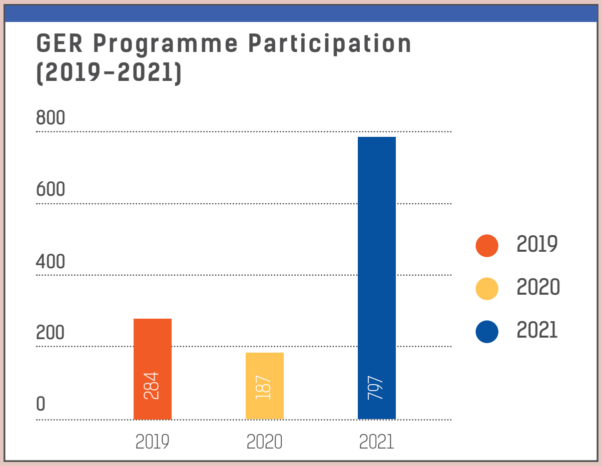
- ✓ Paperless Campaign
- ✓ Reduce Pollution Campaign
- ✓ Recycle Campaign
- ✓ Schedule Waste Management

The launching of Earth Day at SEGi University by celebrities – releasing of pigeons

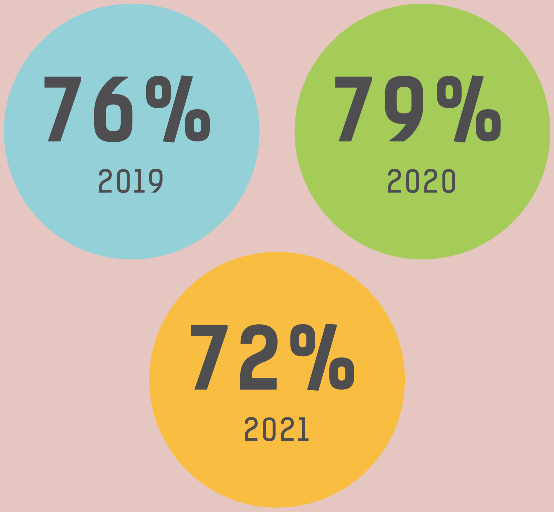


EMPOWERING PEOPLE & COMMUNITIES

1. **Graduate Employment Readiness (GER) Programme**
   Graduate Employment Readiness Programme (GER) was implemented in Year 2018 to prepare graduates for gainful employment by
   - Seeking partnership with selected industries.
   - Obtaining from selected industries exclusive access to their recruitment resources.
   - Providing in-house "soft skills" training in preparing students for both internship placement and employment



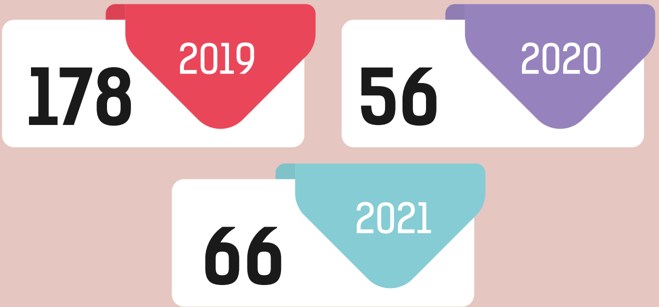
2. **Student Employability**
   Tracer Study results for Employment Rate of Graduates (2019 – 2021)



Community Outreach

1. **Social Responsibility Projects**

   SEGi University & Colleges continually engage with the community through various student-related projects that aim to benefit the surrounding communities. The engagement methods have been mainly through activities of student volunteer groups, clubs & societies. The respective schools/faculties also provide community-based projects as part of their delivery of the MPU subjects mandated by the Ministry of Higher Education. The key areas encompassed within all of these community-based projects include: Education, Clinical Services, Charity and Fund Raising.



2. Immunization Program

SEGi University, Faculty of Medicine participated in the National COVID-19 Immunization Program (Program Immunisasi Kebangsaan COVID-19:PICK). The University participated in two categories, as a Pusat Pemberian Vaksin General Practitioner (PPV GP) and Pusat Pemberian Vaksin Industri (PPV in).

The Klinik Medical SEGi at Kota Damansara started operating as a PPV GP to administer first and second doses from 22 June until 19 August, 2021. The PPV was operated by the clinic doctor, nurse and lecturers and support staff from the Faculty of Medicine. It reopened for the booster dose from 24 November 2022 to 15 February 2022.

SEGi Faculty of Medicine at Sibu planned and administered the first and second doses between 28 June 2021 and 1 September 2021. The team was led by the Dean and comprised lecturers, support staff, students and complimented by retired doctors, retired nurses and paramedics. Besides providing the services from UCTS, the team also extended mobile services to the oil palm estates in Sibu, Mukah and Lundu areas.

Both the PPV GP and PPV in administered 69,622 vaccinations.

PPV	DOSE 1&2	BOOSTER DOSE
PPV GP	555	1110
PPV in (SIBU)	46746	21211
TOTAL	**47301**	**22321**

Mobile vaccination at plantation site in interior Sarawak

Staffs and students at registration counter in PPVIN SEGi UCTS

Closing ceremony

Constant clearning of the campus

Gathering of SEGians at fountain area during fire drills

Students being briefed on safety before lab sessions

Workplace & Occupational Safety & Health (OSH)

1. COVID-19 Management

Only fully vaccinated persons against the COVID-19 virus are allowed on campus. Entry is granted after MySejahtera scanning. Staff and students who are not well are discouraged from coming to campus.

The Ministry of Higher Education is informed of COVID-19 cases among staff and students. SEGians in this predicament are asked to register their status to MySejahtera and provide a screenshot of the report stating their quarantine duration. All close contacts are traced and advised according to the Ministry of Health's protocol on handling close contacts. Besides this, areas which the COVID-19 positive SEGian visited will be closed off until sanitisation is done. However, sanitisation is only required within 24 hours of occurrence. The area will be thoroughly cleaned if it exceeds 24 hours.

The campus is constantly cleaned using solutions approved by the Ministry of Health. Posters are placed all around campus as reminders to follow the SOPs.

2. Fire Safety

All fire fighting equipment and fire safety are constantly checked and updated. Trainings and drills are conducted to create awareness among SEGians on what to do in emergencies. Bomba comes for inspection once a year and renews the Fire Certificate.

3. Lift Safety

Permit Mesin Angkat, which certifies the safety of all lifts, are renewed every 15 months after passing the inspection of officers from the Department of Safety and Health under the Ministry of Human Resources.

4. Prevention of Accidents

Campus grounds are inspected periodically to identify hazardous areas or acts. Besides, all accidents and incidents that occur are reported.

All students are required to put on safety gears when handling hazardous materials

STRENGHTENING ETHICS & INTEGRITY

Risk Management

An effective governance structure and risk management system form the backbone of our business operations. Accordingly, the Group adopted the "Three Lines of Defence" model for the risk management and internal control system, which the details of the same are set out in our Statement on Risk Management and Internal Control.

The Group incorporates various key governance measures, including the review and approval of Strategic and Risk Management Plans by the Risk Management Committee and Board of Directors. The Group will undertake the necessary risk assessment to identify and mitigate significant risks affecting our business operations to minimise the high risk of failure. We also review the adequacy of the insurance coverage of our business operations to safeguard against potential threats.

Certain departmental heads are involved in identifying and mitigating sustainability risks across all areas of our operations. The Group's Internal Audit function oversees the adequacy and effectiveness of the risk management framework while monitoring compliance with policies and procedures.

Anti-Bribery & Anti-Corruption (ABAC) and Whistle-Blowing Policies

The Group is committed to conducting its business honestly and ethically and to acting in good faith. A Working Committee was set up to develop the Group's ABAC Policy and review its gap analysis. The Board has formalised the ABAC Policy and reviewed the relevant procedures to ensure SEGi complies with the requirements of Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act").

E-Learning and Awareness Assessment on Code of Conduct ("the Codes") and ABAC Compliance were rolled out to all staff to create a culture of compliance and awareness on the ABAC as well as the principles and value of the Codes that SEGi uphold. Group Human Resources will continue with the relevant training and compliance assessment for all employees.

The employees could also raise their genuine concerns about the possible improprieties, fraudulent acts and other malpractices via the whistle-blowing channel.

The ABAC and Whistle-Blowing Policies are revised as and when required to ensure their effectiveness in addressing potential fraud and corruption risks. The Policies are available on the Company's website.

The Board of Directors recognises the importance of practising high standards of corporate governance within the Group. The Board believes that sound corporate governance practices are essential for delivering sustainable value, enhancing business integrity, maintaining investors' confidence and achieving the Group's corporate objectives and vision. The Board will continuously evaluate and enhance the Group's corporate governance practices and procedures, and take guidance from the key principles as set out in the Malaysian Code on Corporate Governance ("MCCG") as well as the relevant provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements ("Bursa Securities Main Market Listing Requirements").

The Board of Directors of the Company is pleased to provide the following statement together with the Corporate Governance Report 2021 of the Company ("CG Report"). This statement is to be read together with the CG Report which reports the manner in which the Group has applied the key principles of good governance and the extent to which it has observed the corporate governance practices. Where there are gaps in the Company's observation of any of the principles and best practices, the necessary explanations were disclosed for the departure, and the alternative practices it has adopted and how such alternative practices achieve the intended outcome as set out in the MCCG. A copy of the CG Report is available on the Company's website, https://segi.investor.net.my/annual-report-cg-report-2021/.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Roles and Responsibilities

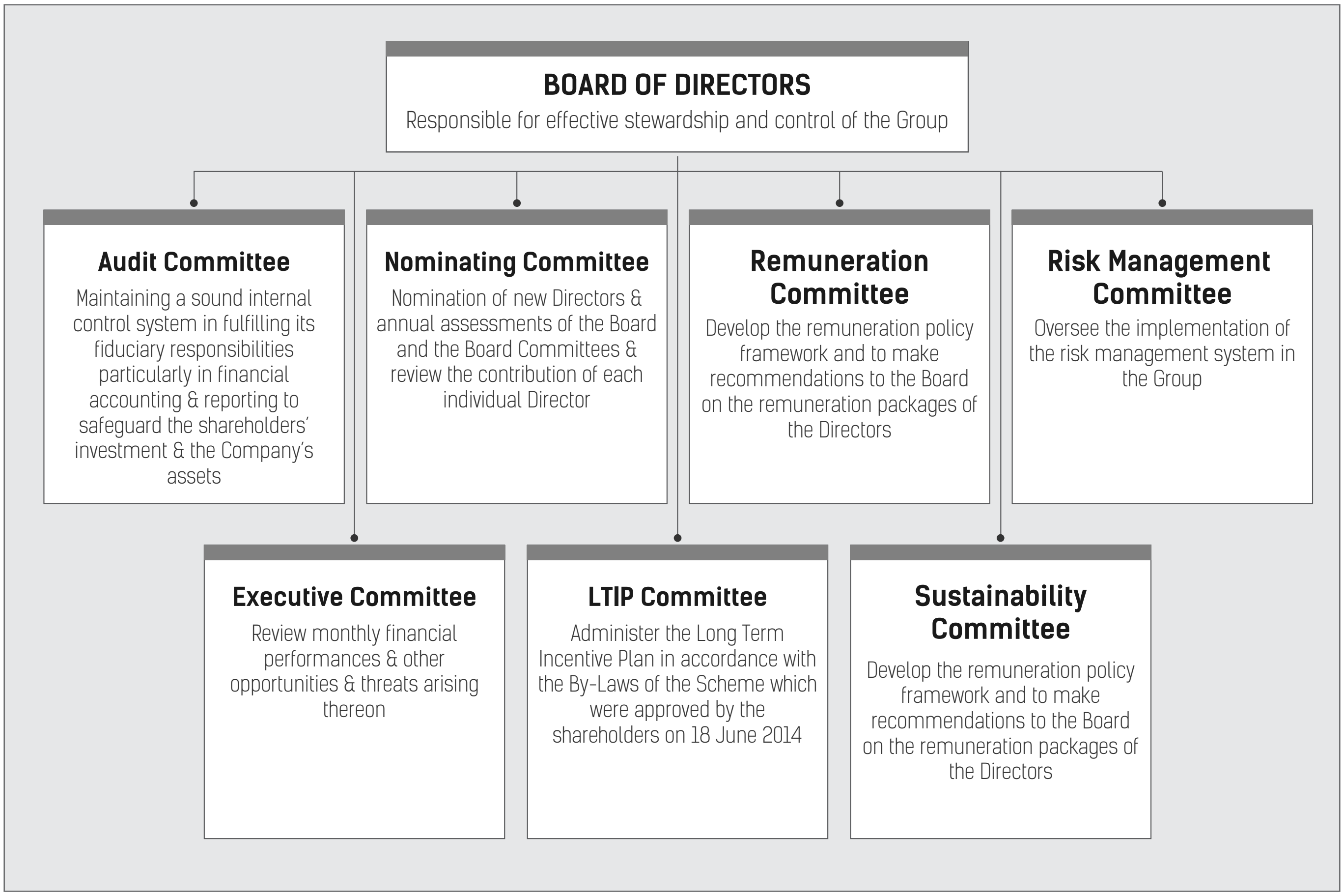
The Board is responsible for the overall corporate governance of the Group, including its strategic direction, establishing goals for management, monitoring the achievement of these goals and overseeing the investments of the Group. The Executive Committee ("Exco") reviews and deliberates on the business and strategic plan, the opportunities and threats arising each month and oversees the business conduct of the Group. Any issue arising will be tabled to the Board for decision, if necessary. The Exco also monitors the budget monthly and the action plans, if any, to rectify the overrun. The Board is mindful of its responsibilities to the shareholders and stakeholders for creating and delivering sustainable value in contributing to the goal of a knowledge-oriented society and long-term success of the Group.

The primary role of the Board is to provide effective governance over the Group's affairs to ensure the interests of shareholders are protected and the confidence of the investors are maintained whilst having regard for the interests of all stakeholders including customers, employees, suppliers and local communities. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board's key responsibilities are to:

- oversee the overall strategic plan and performance of the Group's businesses and develop initiatives for profit and asset growth;
- oversee, evaluate and monitor the conduct of the businesses of the Group and their corporate strategies;
- approve and monitor financial and other reporting as required;
- ensure appropriate risk management framework, internal control systems, code of conduct and compliance frameworks are in place and operating effectively and efficiently;
- assess and approve major capital expenditure, acquisitions and divestments;
- ensure the effectiveness of the succession planning of the Group, in particular, the grooming of talents for senior management positions and the progress of the talent pool under the talent management programme;
- ensure that the Board continues to have the blend of skills, experience and attributes appropriate for the Company and its Group's businesses and to this end ensure that appropriate Directors are selected and appointed as required; and
- develop and implement an effective communication channel between the Board, shareholders and the general public.

The Board delegated certain responsibilities to the Board Committees as described below with clearly defined terms of reference and the Board receives reports of their proceedings and deliberations. Where committees have no authority to make decisions on matters reserved for the Board, recommendations would be highlighted for the Board's approval. The chairmen of the various committees report the outcome of the committee meetings to the Board, and the minutes of the various committees are enclosed in the board papers at the following Board meetings. There is a clear division of functions between the Board and the management to ensure that no single individual or group dominates the decision-making process.



Separation of positions of the Chairman and Managing Director

The strong independent element of the Board has ensured a balance of power and authority. The clear division of roles and responsibilities of the Chairman and Group Managing Director has further enhanced the existing balance of power and authority.

The Chairman, Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, is an Independent Non-Executive Director. He is responsible for ensuring the Board's effectiveness and conduct as well as enhancing the Group's corporate governance practices, whilst the Group Managing Director, Tan Sri Clement Hii Chii Kok, has overall responsibility for the operating units, organisational effectiveness and implementation of the Board's policies and decisions. He is responsible for providing the vision and strategic direction of the Group and to formulate appropriate corporate strategies and develop the business.

The Board therefore believes that a balance of power and authority exists within its current structure to sufficiently enable it to discharge its duties objectively. The Board delegates to the Group Managing Director the implementation of the Group's strategic plan, policies and decisions adopted by the Board to achieve the Group's objective of creating long term value for its shareholders.

I. Board Roles and Responsibilities (Cont'd)

Code of Conduct ("the Code")

The Board adopted the Code with the aim of emphasising the Company's commitment to ethics and compliance with applicable laws and regulations, setting forth basic standards of ethical behaviour within the Group. The Code sets out rules of behaviour that Directors, officers and employees are expected to adopt when performing their duties, which include but are not limited to the following:

- complying with legislation, regulatory and Bursa Securities Main Market Listing Requirements;
- acting in the best interest of the Group;
- acting honestly and with integrity;
- being accountable and responsible; and
- recognising the importance of corporate responsibility.

The Code will be reviewed and updated regularly to meet SEGi's needs and to address the changing conditions of the Company. The Code is available on the Company's website.

Whistle-Blowing Policy

The Board established a whistle-blowing policy to provide an avenue for employees, suppliers and stakeholders to report genuine concerns relating to any malpractice or improper conduct related to the Group's businesses. Any whistle-blower acting in good faith is protected from retaliation for raising such allegations. Procedures are in place for investigations and appropriate follow-up actions.

The summary of the whistle-blowing policy is available on the Company's website.

Promoting Sustainability

The Board recognises the importance of sustainability and its increasing impact to the business. SEGi believes that the principles and actions to promote sustainability should be embedded across the Group in all aspects of the Group's operations and other activities. The impact on environmental, social and governance aspects should be taken into consideration in conducting the business. The Board is committed towards implementing sustainable practices in order to achieve the right balance between the needs of the community and the requirements of shareholders, and other stakeholders within the Group. The Group has actively integrated corporate responsibility initiatives as part of our business operations. Our policy and commitment to sustainability is in our Sustainability Policy which is available on the Company's website.

Further information on the Group's sustainability practices are set out in the Sustainability Statement in this annual report.

Anti-Bribery and Anti-Corruption Policy

The Board has formalised the Anti-Bribery and Anti-Corruption Policy to promote the practice of ethical business dealings and to strengthen controls to minimise the risk of corruption and bribery in the Group's activities. The policy sets out the parameters to prevent and mitigate the occurrence of bribery and corrupt practices and to provide information and guidance to all employees, Directors and associated third parties on how to recognise and deal with bribery and corruption issues. SEGi is committed to conducting its business with honesty and integrity, avoiding practices of bribery and corruption in the conduct of the Group's daily operations and business.

SEGi believes that it is in the best interests of the Company to preserve long-term value to shareholders by conducting its business free from corruption and in accordance with the highest principles of integrity.

The Anti-Bribery and Anti-Corruption Policy is available on the Company's website.

I. Board Roles and Responsibilities (Cont'd)

Access to Information and Advice

The Board recognises that the decision-making process is highly dependent on the quality of information furnished. At SEGi, every Director has access to all information within the Group. The Board maintains a direct line of communication with Senior Management.

All Directors are provided with Board meeting materials containing information relevant to the business of the meeting, which include but not limited to minutes of the previous meeting, minutes of the Board Committees' meetings, Directors' circular resolutions passed, quarterly results or annual financial statements, any acquisition and disposal proposals, updates from the Bursa Securities, Companies Commission of Malaysia and any other relevant regulatory bodies, related party transactions, report on Director's dealings in securities and changes on their directorships, if any. The agenda of the meetings and meeting materials are provided prior to each meeting so that the Directors are accorded sufficient time to appraise the proposals or information.

Directors are allowed to either participate in person or through other communication channels, such as zoom or tele-conferencing. Certain senior management are invited to participate in the Board meetings to enable all Board members to have equal access to the latest updates and developments of business operations of the Group. The chairmen of the Board Committees also brief the Board on matters discussed as well as decisions taken at the meetings of their respective Board Committee meetings.

The Board has unrestricted access to all information pertaining to the Group's affairs and the services of the Company Secretaries. If necessary, the Directors are at liberty to seek independent professional advice on matters relating to the fulfilment of their roles and responsibilities at the Company's expense to enable them to discharge their duties effectively.

Company Secretaries

The Company Secretaries advise and support the Board on matters in relation to corporate governance, compliance with laws, rules, procedures and regulatory requirements. The Company Secretaries are responsible to the Board for the administration of the Board and in ensuring that the Board carries out its roles and responsibilities in accordance with the Company's Constitution, corporate policies and procedures as well as the applicable laws and regulations. The Company Secretaries also assist the Board in organising and facilitating the on-boarding session for newly appointed Directors and making arrangements for their professional development and training.

The Board recognises that the Company Secretaries are suitably qualified and capable of carrying out the duties required. The Board is satisfied with the services and support rendered by the Company Secretaries in discharging their functions and duties.

The Company Secretaries attend the Board and Board Committee meetings and ensure all meetings are properly convened, and the records of proceedings are duly recorded and maintained in the statutory registers of the Company. The Board is updated by the Company Secretaries on matters requiring follow-up or implementation, as well as the regulatory changes and development in corporate governance, if any.

Board Charter

The Board adopted its Board Charter in 2012 to set out the roles, functions and composition of the Board and to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members.

The Board Charter is reviewed periodically to ensure it remains relevant and is in line with the current standards of corporate governance. The Board Charter is available on the Company's website.

II. Board Composition

The Board recognises the benefits of having a diverse Board to ensure decisions are made objectively, taking into account diverse perspectives and insights. The Board members comprise high calibre individuals who are professionals in their respective fields. They, with their different backgrounds and specialisations, collectively bring with them a wide range of experience and expertise primarily in legal, business, financial and academic fields. The mixture of skills and experience is vital to add value in the strategic directions of the Group and ensuring the Group continues to be a competitive leader in the education industry. A brief profile of each Director is set out in the Directors' Profile in this annual report.

The Board complied with the requirement of one third (1/3) of its members being independent pursuant to Paragraph 15.02(1) of Bursa Securities Main Market Listing Requirements. There is no individual Director or group of Directors who dominates the Board's decision making.

The Executive Directors have direct responsibilities for business operations and performance. The presence of Independent Non-Executive Directors fulfils a pivotal role in corporate accountability. Although all the Directors have equal responsibilities for the Group's operations, the roles of these Independent Non-Executive Directors are important. They provide independent and objective views, advice and judgement on issues of strategy, business performance and controls. The Independent Non-Executive Directors also act as a check and balance for the Executive Directors and ensure that matters pertaining to strategies, performance and resource allocations proposed by the management are objectively evaluated. The Independent Non-Executive Directors always take into account the interests of the Group, shareholders and communities in which the Group conducts business as well as the public at large. The Non-Executive Directors met among themselves in November 2021 to review and deliberate on certain strategic, governance and operational issues.

The Board is committed to the following principles when determining its composition:

- the Board is to comprise of Directors with the blend of skills, experience and attributes appropriate for the Company and its Group businesses; and
- the principal criterion for the appointment of new Directors is their ability to add value to the Company and its Group businesses.

The Board reviews the composition and size of its Board from time to time to ensure they meet the above Principles. With the current composition, the Board is satisfied that it represents the required mix of skills, experience, independence and diversity for the Board to discharge its duties and responsibilities effectively.

II. Board Composition (Cont'd)

Diversities in Gender, Ethnicity and Age

The Board formalised the Board Diversity Policy. The Board currently has representatives from both male and female genders and also a mix of ethnicities, age and competencies. The composition of our Board together with the Senior and Key Management as at 31 December 2021 were as follows:

Gender	Total number	Percentage (%)
Male	20	57.14
Female	15	42.86
Age Group		
30 – 39 years	1	2.86
40 – 49 years	11	31.43
50 – 59 years	13	37.14
60 years and above	10	28.57
Ethnicity		
Bumiputera	6	17.14
Chinese	24	68.57
Indian	4	11.43
Others	1	2.86

The Board is supportive of diversity on the Board and in Senior Management team. The Group has a well-balanced representation between genders in the Senior Management as well as the entire staff force.

Succession Planning Programme

The Succession Planning Committee ("SPC") was set up in 2013 to oversee the strategy and governance of succession planning. The members of the SPC consists of two Executive Directors, a Non-Executive Director and certain Senior Management. The SPC is led by the Group Managing Director, aiming to develop the talents both vertically and horizontally, particularly focusing on critical key positions in the Group.

The Succession Planning programme is an on-going exercise. There are 43 talents shortlisted for 2021/2022. All the talents attended the Leadership Training Simulation in December 2021 and now pending the Report from the Consultant. On-the-job training will be arranged and their career pathway will be set based on the gap analysis.

III. Nominating Committee

The Nominating Committee is entrusted with the specific task of identifying and recommending new nominees to the Board. The Board has the final decision on appointments after considering the recommendations of the committee.

The Nominating Committee comprises exclusively of Non-Executive Directors, as follows:

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas Independent Non-Executive Director	-	Chairman
Dato Goh Leng Chua Independent Non-Executive Director	-	Member
Edwin Fua Chye Jin Non-Independent Non-Executive Director	-	Member

The Board is satisfied that Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas is capable to be the Chairman of the Nominating Committee and the committee is able to discharge its duties effectively through a formal and transparent process, in compliance with applicable laws and regulations and maintaining a high standard of corporate governance. The Board is aware of certain departure following the MCCG 2021 came into effect, especially on the chairmanship for the Board Committee, and will identify suitable candidate(s) for the relevant positions to rectify the situation.

The committee met once during the year under review.

Nomination and Appointment of Directors

The process of identifying and nominating new candidate(s) for appointment entails the following steps:

Stage 1 : Identification of candidate(s)
Stage 2 : Evaluation of suitability of candidate(s)
Stage 3 : Recommendation to the Board for approval.

The proposal for new appointment(s) including those proposed by the major shareholders and other Board members, will be tabled for assessment and evaluation before the committee recommends to the Board for approval.

In evaluating the suitability of a candidate, the committee takes into account objective criteria such as qualifications, skills, experiences, professionalism, integrity, core competencies and time commitment of the candidate, and diversity required on the Board in the context of the Group's strategic direction. In the case of evaluating a potential Independent Director, the committee assesses the candidate's ability to be impartial and capability of providing objective judgement in boardroom deliberations. The committee also evaluates the candidate's independence to ensure that he/she fulfils the independence criteria as set out in Bursa Securities Main Market Listing Requirements.

The Company Secretaries ensure that all appointments are properly made and all necessary information is obtained from the Directors, both for the Company's own records and for the purposes of meeting statutory and regulatory requirement obligations, including obligations arising from the Bursa Securities Main Market Listing Requirements.

The committee also periodically examines the effectiveness of its present size in discharging its duties.

III. Nominating Committee (Cont'd)

The Nominating Committee conducts annual assessments of the Board in respect of their skills, experience, contributions and other qualities including core competencies. The committee also assesses the Independent Directors on their ability to discharge their duties with unbiased and independent judgement.

Summary of activities carried out during the financial year

Evaluation on the performance of the Board and Board Committees

In respect of the financial year under review, the committee conducted a self and peer assessment to evaluate the Directors based on the following:

(a) the effectiveness of the Board and its Committees as a whole, based on specific criteria, covering areas such as Board structure and operations, the required mix of skills and experience of the Directors and Board Committees, principal responsibilities of the Board and Board Committees, size of non-executive participation and Board governance; and
(b) the contributions of individual Director and Committee members based on specific criteria, including contributions to deliberations, role and duties, knowledge, expertise, integrity, time commitment, independence and training programmes attended.

The overall ratings of the appraisals were above average and the committee was satisfied that:

(a) all Directors have performed satisfactorily in their respective roles;
(b) the size of the Board is optimum and that there is an appropriate mix of knowledge, skills, attributes and core competencies in the composition of the Board;
(c) the composition of the Audit Committee is satisfactory and the members have sufficient and relevant expertise in fulfilling their roles and responsibilities, and have been able to discharge their functions, duties and responsibilities in accordance with the terms of reference of the Audit Committee; and
(d) the Board consists of a good balance of independent directors and the directors are capable to resolve potential areas of conflict that may impair their independence.

The committee viewed the evaluation exercise as a constructive platform for the Board to discuss the areas for improvement and formulate corrective measures, where required, to enhance the effectiveness of the Board.

Election and Re-election

In accordance with the Constitution of the Company, all Directors who are appointed by the Board are subject to retirement and are eligible for election by shareholders at the annual general meeting ("AGM") following their appointment. The remaining Directors will retire at regular intervals by rotation at least once every three years and shall be eligible for re-election.

The committee reviewed and deliberated on the list of Directors to retire by rotation, together with the results of the evaluation for re-appointment of the respective Directors. The respective Directors expressed their intention for re-election. The committee was satisfied with their performance and recommended to the Board to table the resolutions for the re-election of the Directors retiring at the Company's AGM.

Annual Assessment of Independence and Tenure of Independent Directors

The Board recognises the importance of independence and objectivity in its decision making process. The committee assessed the Independent Directors' independence based on the criteria set out in Bursa Securities Main Market Listing Requirements.

III. Nominating Committee (Cont'd)

Summary of activities carried out during the financial year (Cont'd)

Annual Assessment of Independence and Tenure of Independent Directors (Cont'd)

In respect of the financial year under review, the rating results of the self-assessment checklist for Independent Directors demonstrated the Directors' independence in their judgement and clarity of thought in problem solving.

The Board is aware of the recommended tenure of an Independent Director which should not exceed a cumulative or consecutive term of nine years as per the recommendation of the MCCG. However, the Board is of the opinion that the ability of a Director is very much a function of his calibre, qualification, experience and personal qualities, particularly of his integrity and objectivity, regardless of his tenure as an Independent Non-Executive Director.

Notwithstanding that Tan Sri Dato' Seri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, Dato' Amos Siew Boon Yeong and Dato Goh Leng Chua serve the Company for more than nine years, the Board has evaluated them and agreed that all the Independent Directors:

- met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements;
- have actively participated in the Board's deliberations, provided objectivity in decision making as they possess in-depth knowledge of the Company's operations, and were impartial in their opinion to the Board;
- are unafraid to express an unpopular stance on issues and approaches any transactions that require Board's approval with a watchful eye and an inquiring mind;
- have contributed sufficient time and exercised due care during their tenure as Independent Directors of the Company, and carried out their professional duties in the best interest of the Company and shareholders; and
- have vast experience, expertise and the ability to make independent judgments to challenge management in an effective and constructive manner.

The Board, based on the review and recommendations made by the Nominating Committee, was satisfied with them as Independent Directors of the Company. The Board recommended their retention as Independent Non-Executive Directors based on the reasons enumerated above and will seek shareholders' approvals at the forthcoming AGM for their retention as Independent Directors, while exploring suitable candidates in fulfilling the requirements of MCCG 2021.

IV. Remuneration Committee

The Board has set up its Remuneration Policy. The Remuneration Policy is designed to support key business strategies and create a strong, performance-orientated environment.

The Executive Directors do not participate in decisions relating to their remuneration. The Board as a whole determines the remuneration of the Directors. The individual concerned abstains from participating in deliberations and decisions in respect of his/her individual remuneration.

The Remuneration Committee carried out an annual review of the Directors' remuneration whereupon recommendations were submitted to the Board for approval. The Remuneration Committee will ensure the Directors' remuneration packages are aligned with the Group's business strategy and long term objectives.

During the financial year under review, the remuneration package to the Directors remain unchanged due to the Movement Control Order ("MCO") and Enhanced MCO. The committee recommended the same remuneration package of the Executive Directors to the Board for its approval. The committee further recommended the same quantum of Non-Executive Directors' fees to the Board for tabling for shareholders' approval at the Company's forthcoming AGM.

IV. Remuneration Committee (Cont'd)

The Remuneration Committee consists of a majority of Non-Executive Directors, as follows:

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas Independent Non-Executive Director	-	Chairman
Tan Sri Clement Hii Chii Kok Group Managing Director	-	Member
Nicholas Rupert Heylott Bloy Non-Independent Non-Executive Director	-	Member

The committee met once during the year under review.

Directors' Remuneration

The aggregate remuneration of Directors for the financial year ended 31 December 2021, in respective bands of RM50,000 were as follows:

	Number of Directors	
Range of Remuneration	**Executive**	**Non-Executive**
Below RM50,001	-	2
RM50,001 to RM100,000	-	4
RM100,001 to RM150,000	1	-
RM600,001 to RM650,000	1	-

Notes: Successive bands of RM50,000 are not shown entirely as they are not represented.

The details of the remuneration for the Directors of the Company for the year under review are disclosed in the CG Report.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee

The Audit Committee assists the Board in discharging its duty in maintaining a sound internal control system and in fulfilling its fiduciary responsibilities particularly in financial accounting and reporting to safeguard the shareholders' investment and the Company's assets.

The terms of reference of the Audit Committee can be viewed at the Company's website and further information on the Audit Committee are set out in the Report of the Audit Committee.

Compliance with Applicable Financial Reporting Standards

The Board aims to present a balanced and understandable assessment of the Group's financial performance and prospects to the shareholders, primarily through its annual financial statements and unaudited interim results, as well as other corporate announcements, the Chairman's Statement and other reports in the Annual Report. The Audit Committee assists the Board in reviewing the annual financial statements and unaudited interim results to ensure accuracy and adequacy. The Board also takes responsibility to ensure that these financial statements are drawn up in accordance with the provisions of the Companies Act 2016 and the applicable financial reporting standards in Malaysia.

The Statement of Directors' Responsibilities pursuant to the Bursa Securities Main Market Listing Requirements is set out in the ensuing pages of this Annual Report.

Assessment of Suitability and Independence of External Auditors

The role of the Audit Committee in relation to external auditors is described in the Audit Committee Report set out in the ensuing pages of this Annual Report. The Company has maintained a close and transparent relationship with its auditors in seeking professional advice and ensuring compliance with applicable approved accounting standards in Malaysia.

The external auditors have full access to the books and records of the Group at all times. From time to time, the external auditors highlight and update the Audit Committee on matters that require their attention.

The Audit Committee meets with the external auditors to discuss their audit plan, audit findings and the Company's financial statements. At least twice a year and whenever necessary, the Audit Committee will meet with the external auditors without the presence of executive Board members and management personnel, to allow the Audit Committee and the external auditors to exchange their independent views on matters which require the Audit Committee's attention.

The external auditors are also invited to attend the Company's AGM and are available to answer any questions from shareholders on the conduct of the statutory audit and the contents of the annual audited financial statements.

During the year under review, the Audit Committee met twice with the external auditors without the presence of the Executive Directors and management to discuss any issues the external auditors may raise. No significant issues that may materially affect the performance of the Group were raised during these meetings. The external auditors have declared their independence to the Audit Committee and their compliance with By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.

I. Audit Committee (Cont'd)

The Audit Committee also carried out an annual assessment on the performance, suitability and independence of the external auditors based on the following key areas:

i) quality of service;
ii) capability of the audit team;
iii) sufficiency of resources;
iv) scope of audit and planning;
v) audit fees and non-audit fees, if any, including the nature and extent of the non-audit services rendered and the appropriateness of the level of fees;
vi) communication and interaction; and
vii) independence, objectivity and professional scepticism.

The Audit Committee also took into consideration the comments and viewpoints of the management during the annual assessment.

The committee acknowledged their sound technical expertise, credibility and capability in carrying out the audit of the Group and recommended to the Board for their re-appointment at the forthcoming AGM. The Board, after deliberating on the audit team's effectiveness and their performance, supported the recommendation of the Audit Committee to recommend Messrs. Ernst and Young PLT for re-appointment at the forthcoming AGM.

The Audit Committee also considered the non-audit services provided by the external auditors during the year ended 31 December 2021 and concluded that save for the following, there were no significant non-audit services provided by the external auditors:

Non-Audit fees	RM
Review of Directors' Statement on Risk Management and Internal Control	10,000

Related Party Transactions

An internal compliance framework exists to ensure that the Group meets its obligations under the Bursa Securities Main Market Listing Requirements for any related party transactions and conflict of interest situation which may arise within the Company or the Group. The Board, through the Audit Committee, reviews material related party transactions, if any. A Director who has an interest in a transaction will abstain from deliberating and voting on the relevant resolution in respect of such transactions at the Board meeting.

During the year under review, the Internal Auditor has reviewed the related party transactions and reported that those related party transactions did not trigger any disclosure requirements pursuant to the Bursa Securities Main Market Listing Requirements.

II. Risk Management and Internal Control Framework

The Board acknowledges its responsibility for maintaining a sound system of risk management and internal control in the Company and the Group. The risk management and internal control system are designed to manage, but not eliminate the risks faced by the Group within acceptable and appropriate levels. These controls provide reasonable but not absolute assurance against material misstatements, loss or fraud.

The Directors' responsibilities for the Group's system of internal controls cover not only the financial aspects but also compliance and operational controls. The Board also considers risk management matters and reviews the adequacy and integrity of the risk management system. The Group has formal Standard Operating Procedures which are reviewed from time to time. The risk management and internal control system is also regularly reviewed by senior management and recommendations are made to the Audit Committee and Board for approval.

Risk Management Committee

The Risk Management Committee was established to oversee the implementation of the risk management system in the Group. The committee reports directly to the Board and assists the Board in overseeing the risk management processes of the Group.

The key components of the risk management and internal control system and the overview of the Group's state of internal control are set out in the Statement on Risk Management and Internal Control set out in this annual report.

The Risk Management Committee consists of the following members:

Dato' Amos Siew Boon Yeong Independent Non-Executive Director	-	Chairman
Dato' Seri Mohamed Azahari bin Mohamed Kamil Independent Non-Executive Director	-	Member
Professor Hew Moi Lan Executive Director/Group Chief Executive Officer	-	Member
Edwin Fua Chye Jin Non-Independent Non-Executive Director	-	Member

The Group recognises that risk is an integral and unavoidable component of its business and is committed to managing all risks in a proactive and effective manner. The Risk Management Committee is assisted by the RMC Working Committee ("RMWC").

The RMWC, comprising the heads from various business units and corporate departments, was formed to identify, evaluate and manage risks that affect the operations and performance of the Group. The principal risks identified will then be highlighted in the Risk Management Committee meetings and Board meetings. Appropriate actions were proposed and implemented to mitigate the risks to an acceptable level.

The Risk Management Committee met twice during the year under review.

As an on-going process, significant business risks faced by the Group are identified and evaluated, and consideration is given to the potential impact the risks have on our organisation. This includes examining principal business risks in critical areas, assessing the likelihood of happening and identifying the measures taken to mitigate, avoid or eliminate these risks.

II. Risk Management and Internal Control Framework (Cont'd)

Internal Audit Function

The Board has established an in-house internal audit department to assist the Audit Committee and the Board in providing independent assessments on the adequacy, efficiency and effectiveness of the Group's risk management, internal control and governance systems.

The Internal Audit department is staffed by 3 and it is led by Ms. Jade Lim Yuen Har (Director, Internal Audit). Ms. Jade Lim obtained her Bachelor of Science in Accounting and Finance from the University of London (External Programme) in 2002. She is also a member of the Association of Chartered Certified Accountants (ACCA) and The Institute of Internal Auditors Malaysia (CMIIA).

The Internal Audit Charter was established to ensure the Internal Audit function is free from any conflict of interest, which could impair their objectivity and independence. In addition, the Internal Audit SOP is established to ensure that the Internal Audit function carries out their duties closely in line with the International Professional Practices Framework (IPPF).

During the financial year ended 31 December 2021, the Internal Audit function carried out the following activities to assure the Audit Committee on the risk management, internal control and governance state of the Group:

i) Based on the approved 2021 Internal audit plan which was formulated after considering key business processes and risks of the Group, the Internal Audit carried out audits on SEGi University and Colleges and key Corporate offices.

ii) The Internal Audit reports and follow-up audit results were tabled to the Audit Committee and Management to ensure agreed action plans are indeed carried out to address significant findings.

iii) Reported to the Audit Committee special audit reports which are not covered in the approved internal audit plan. Special audit assignments were value added services requested by the Management in relation to compliance, governance, risk management and internal controls.

iv) Reviewed, investigated and verified certain whistle-blowing issues and reported to Audit Committee on the findings and outcomes.

The total cost incurred for the Internal Audit function for 2021 was approximately RM308,000.

Details of the Company's internal control processes are presented in the Statement on Risk Management and Internal Control which appears in the ensuing pages of this report.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIPS WITH STAKEHOLDERS

I. Communication with Stakeholders

The Group is committed to maintaining a high standard for the dissemination of relevant and material information on the development of the Group. The Group also places strong emphasis on the importance of timely and equitable dissemination of information to stakeholders.

SEGi will also leverage on information technology to disseminate all publications to shareholders via electronic means to promote more efficient engagement and communication with shareholders.

I. Communication with Stakeholders (Cont'd)

The Group welcomes inquiries and feedback from shareholders and other stakeholders. All queries and concerns regarding the Group may be conveyed to the following persons:

i. **Cheryl Chong Poh Yee**
Group Chief Financial Officer

ii. **Hew Ling Sze**
Company Secretary

Telephone number	:	603-6287 3777
Facsimile number	:	603-6145 2679
Email	:	corporate@segi.edu.my

The Board has appointed Dato' Amos Siew Boon Yeong, a Senior Independent Non-Executive Director, to whom all concerns regarding the Company may be conveyed.

Corporate Disclosure Policies and Procedures

The Company is committed to providing timely, accurate and credible disclosure of material information, in compliance with disclosure requirements of Bursa Securities Main Market Listing Requirements and all other applicable legal and regulatory requirements, in order to keep our stakeholders, shareholders and other market participants fully informed and to enable orderly behaviour in the market.

The Company has in place policies and procedures ("the Disclosure Policy") to ensure comprehensive, accurate and timely disclosures. The objectives of the Disclosure Policy are to develop and maintain realistic investor expectations by ensuring all required disclosures are made on a broadly disseminated basis. It is imperative to ensure all our stakeholders and shareholders have equal access to such information. Contact and communication with stakeholders, shareholders, other market participants or regulatory authorities are conducted through the authorised spokesperson or any other officers as may be authorised by the authorised spokesperson.

Leverage on Information Technology for Effective Dissemination of Information

The Group's corporate website at www.segi.edu.my provides quick access to information about the Group. The information on the website includes corporate profile, key management profiles, corporate policies and annual reports of the Company. The corporate website also incorporates an Investor Relations section which provides all relevant information on the Company which is accessible to the public. This includes but is not limited to all announcements made by the Company and press releases.

II. Conduct of General Meetings

Shareholders' Participation at General Meetings

The AGM provides a platform for two-way communication between the Company and shareholders. The notice and agenda of AGM together with the Form of Proxy are given to shareholders at least twenty-one days before the meeting to give the shareholders sufficient time to prepare themselves to attend the AGM either in person, by corporate representative or by proxy.

The Board observes the requirement under the Practice 13.1 of MCCG to serve notice for at least 28 days prior to the meeting, and will strive for it to ensure the shareholders are given sufficient notice and time to peruse the annual report and consider the resolutions that will be discussed and decided at the General Meetings.

The Chairman and the Board encourage shareholders to attend and participate in the AGM, as it forms an important platform where the shareholders can engage directly with the Board and the management and take the opportunity to raise questions and seek clarification on any matters pertaining to the business and financial performance of the Group. The Directors and senior management, together with the External Auditors, are available to respond to questions from the shareholders during the meeting.

II. Conduct of General Meetings (Cont'd)

Shareholders' Participation at General Meetings (Cont'd)

In 2021, the Company conducted its first virtual AGM through live streaming and online remote voting using the Remote Participation and Voting Facilities. In view of the COVID-19 pandemic which has yet to be eradicated substantially, the Company will consider for the coming AGM to be conducted virtually to give shareholders and/or proxies an opportunity to participate in the AGM effectively and safely.

All Board members, together with the chairman of the respective Board Committees, the management and the External Auditors, attended the AGM in 2021. The Group Managing Director attended to questions raised during the AGM.

Poll Voting

The Board implements poll voting for all the resolutions to be passed in all general meetings. The Company will appoint an independent scrutineer to undertake the polling process and to validate the votes cast at the general meeting.

At the 35th AGM held on 27 September 2021, all resolutions were decided by way of poll and the votes received in respect of each resolution were announced to Bursa Securities on the same date as the meeting was held.

FOSTER COMMITMENT

Time Commitment

The Directors observe the recommendations of the MCCG that they are required to notify the Chairman before accepting any new directorships and to indicate the time expected to be spent on the new appointment.

The Board, with the assistance from the Company Secretaries, will draw a proposed timetable for the Board and Board Committee meetings, including AGM, to be held in the next calendar year, to ease the Directors in planning their schedules to attend the Board and Board Committee meetings.

The Board meets on a scheduled basis, at least once every quarter with additional meetings held as and when urgent issues arise and important decisions are required to be made between the scheduled quarterly meetings. The Board has a formal schedule of matters reserved to it for decisions, including the approval of annual and quarterly results, major acquisitions and disposals, material contracts or agreements, major capital expenditures, major decisions affecting business operations and performance of the Group. All Board members exercise independent judgement when deliberating matters concerning the Group including strategy, operations, performance, finance, resources and standard of conduct.

Senior management staff and/or external advisors may be invited to attend the Board meetings to advise the Board on issues under their respective purview.

FOSTER COMMITMENT (Cont'd)

The Board is satisfied with the level of time commitment given by the Directors in fulfilling their roles and responsibilities. During the year ended 31 December 2021, five meetings were held. The Directors have dedicated adequate time and effort to attend the Board and Board Committee meetings held. The attendances of the Board of Directors are as follows:

Name of Directors	No. of meetings attended
Tan Sri Dato' Seri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas	5 out of 5 (100%)
Tan Sri Clement Hii Chii Kok	5 out of 5 (100%)
Professor Hew Moi Lan	5 out of 5 (100%)
Nicholas Rupert Heylett Bloy	3 out of 5 (60%)
Dato' Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil	5 out of 5 (100%)
Dato' Amos Siew Boon Yeong	5 out of 5 (100%)
Dato Goh Leng Chua	5 out of 5 (100%)
Edwin Fua Chye Jin	5 out of 5 (100%)

The Directors will also ensure that they must not hold directorships at more than five public listed companies to ensure that their commitment, resources and time are more focused to enable them to discharge their duties effectively.

Training and Development of Directors

Mandatory Accreditation Programme will be organised for newly appointed Directors, if necessary. The Directors who have completed the Mandatory Accreditation Programme continuously attend various training programmes to stay abreast with developments in the marketplace and new statutory and regulatory requirements. The Board recognises the importance of Directors keeping abreast with industry development and trends. The Directors are also regularly updated on new and relevant statutory as well as regulatory guidelines during the Board meetings.

The Company regularly identifies relevant training programmes, either internal or external, for the Directors and members of the Board Committees. During the year under review, the Directors attended education programmes and seminars in connection to the relevant changes in laws and regulations, updates on accounting and auditing standards, practices and rules, capital market developments, and risk management to stay abreast with developments in the market place. Among the relevant programmes/trainings attended were as follows:

Director	Name of Programme	Date
Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas	Sime Darby Plantation Board Workshop on Cyber Risk – Board's Role in Cyber Risk Management & Governance	26.01.2021
	SDP Board Effectiveness Workshop	29.03.2021
	Board's Role in The Changing World of Work	03 & 01.06.2021
	PNB Knowledge Forum 2021 – Rising above Covid- 19: Reimaging Work in Malaysia & Beyond	14.07.2021

FOSTER COMMITMENT (Cont'd)

Director	Name of Programme	Date
Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas (Cont'd)	The National Recovery Summit 2021 (Winning the War Against Covid – The Road To Recovery)	09.09.2021
	Sime Darby Plantation Board Retreat & Lunch Talk	22 & 24.09.2021
	Khazanah Megatrends Forum	04 – 06.10.2021
	Sime Darby Plantation Board Webinar on Environment, Social & Governance (ESG) – Insights for Directors	15.12.2021
Tan Sri Clement Hii Chii Kok	Corporate Counsel Conference – Legal Currents: Tech in 2021	15 & 16.07.2021
Professor Hew Moi Lan	Sustainability Reporting Workshop	23.08.2021
Nicholas Rupert Heylett Bloy	Southeast Asia's Green Economy Malaysian	23.11.2021
Dato' Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil	Proposed Corporate Governance Guide (4th Edition)	25.11.2021
Dato' Amos Siew Boon Yeong	Labuan Tax Regime	08.02.2021
	MIA Webinar Series: Market Manipulation and Securities Fraud	26.04.2021
	MIA Webinar Series: Pathway to Equity Capital via Initial Public Offering (IPO)	27.05.2021
	MIA Webinar Series: Share Buy-Back, and Dealings In Listed Securities, Closed Period and Insider Trading	16.06.2021
	MIA Virtual Conference Series: Capital Market Conference 2021	17.06.2021
	ISQM 1 Quality Management For Firms That Perform Audits Or Reviews Of Financial Statements, Or Other Assurance Or Related Services Engagements; & ISA 220 (Revised) Quality Management For An Audit Of Financial Statements	28.06.2021
	Webinar Training Course of Deferred Tax Under MFRS 112	02.07.2021
	National Tax Conference 2021	27 & 28.07.2021
	ISQM 1 & ISA 220 (Revised)	09.11.2021

FOSTER COMMITMENT (Cont'd)

Director	Name of Programme	Date
Dato' Amos Siew Boon Yeong	MFRS 15 And MFRS 16: Disclosures – Best Practices	26.11.2021
	Audit Oversight Board	29.11.2021
	MIA Webinar Series: Transitioning From ISQC 1 to ISQM 1 & ISQM 2 – Including first time implementation requirements	30.11.2021
	MIA Webinar Series: Impact on Auditor Reporting of COVID-19 and MCO Restrictions	02.12.2021
	Transfer Pricing	09.12.2021
	MIA Webinar Series: Pre & Post IPO Rules	13.12.2021
	MIA Webinar Series: Group Accounting (MFRS 2, 10, 11): Basic To Intermediate By Using MS Excel Works	20 & 21.12.2021
Dato Goh Leng Chua	Audit Oversight Board	29.11.2021
Edwin Fua Chye Jin	Preparing Leaders and Executives for Artificial Intelligence	15.03.2021

The Board will continue to evaluate and determine the training needs of its Directors on an ongoing basis.

COMPLIANCE STATEMENT

The Board has taken steps to ensure that the Group complied with the principles and practices of the MCCG. The Board will take the initiative and effort to rectify those departures disclosed above and in the CG Report, or consider for alternative measures, if necessary.

The Board believes that there is always room for improvement and enhancement, and are continuously exploring new measures and opportunities to enhance the system of governance and meet stakeholder expectations.

This statement was approved by the Board of Directors during the Board Meeting held on 13 April 2022.

AUDIT COMMITTEE REPORT

The Board of Directors is pleased to present the Audit Committee ("AC" or "the Committee") Report for the year ended 31 December 2021.

COMPOSITION

The AC comprises three members, all of whom are non-executive Directors, with a majority of them being independent:

Dato' Amos Siew Boon Yeong Independent Non-Executive Director	-	Chairman
Dato Goh Leng Chua Independent Non-Executive Director	-	Member
Edwin Fua Chye Jin Non-Independent Non-Executive Director	-	Member

The Chairman, Dato' Amos Siew, is a member of Malaysian Institute of Certified Public Accountants as well as Malaysian Institute of Accountants ("MIA"). Mr. Edwin Fua is also a member of MIA. As such, the composition of the AC is in line with the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR").

The Nominating Committee ("NC") evaluates the AC annually and is satisfied that the AC members have sufficient, recent and relevant areas of expertise in fulfilling their roles and responsibilities. The AC members are also financially literate and are able to analyse and interpret financial statements in order to effectively discharge their duties and responsibilities as members of the AC. The NC reported to the Board on the results of the appraisals and were endorsed by the Board.

MEETINGS

During the year under review, five meetings were held. The attendance of each member was as follows:

Members	No. of meetings attended
Dato' Amos Siew Boon Yeong	5/5 (100%)
Dato Goh Leng Chua	5/5 (100%)
Edwin Fua Chye Jin	5/5 (100%)

Certain members of senior management attended the meetings by invitation of the Committee. The external auditors were also present at certain meetings to report to the Committee on their audit plan, their audit report, any major audit findings and any other specific issues. The Committee also met two times during the financial year with the external auditors without the management present.

The Secretary was responsible for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The minutes of each AC meeting were recorded and tabled for confirmation at the next meeting and they were subsequently circulated to the Board of Directors for information. The Chairman of the Committee also reported the outcome of each meeting to the Board during the Board meetings which were held immediately after the AC meetings.

The Terms of Reference of the Committee are available on the Company's website, https://www.segi.edu.my/wp-content/uploads/2022/03/Terms-of-Reference-of-Audit-Committe-150921.pdf.

ACTIVITIES DURING THE YEAR

During the year under review, the Committee carried out the following activities in discharging its functions and duties:

i. Financial reporting

- Reviewed the quarterly reports of the Group and audited financial statements of the Company and the Group to ensure that they were in compliance with the requirements of applicable approved accounting standards and relevant authorities before recommending for the Board's consideration and approval. The AC enquired with the management on the fluctuations in the financial performance and position of the Group and made enquiries on the processes to ensure that adequate controls were in place to ensure the accuracy of reporting.
- Reviewed the Company's compliances, in particular the quarterly reports and audited financial statements, with the provisions of the Companies Act 2016, MMLR, applicable approved accounting standards in Malaysia and other relevant legal and regulatory requirements. The AC also made enquiries on the change of accounting policies, if any, to ensure conformity to the applicable approved accounting standards.

ii. External auditors

- Reviewed the external auditors' scope of work, areas of audit emphasis and audit plans for the year prior to the commencement of the annual audit with the Partner and representatives from the external auditors who presented their audit strategy and plan.
- Reviewed with the external auditors the results of the audit and the audit report and considered the major findings by the external auditors and the management's responses thereto.
- Reviewed the assistance given by the Group employees to the auditors.
- Considered and recommended to the Board for approval the audit fees payable to the external auditors as disclosed in the notes to the financial statements.
- Performed annual assessments to evaluate the objectivity, performance and independence of the external auditors, including their suitability, independence, performance and quality of work provided and recommended to the Board to table for shareholders' approval on their re-appointment.
- Reviewed and assessed the quotations for the non-audit services from the external auditors and ensured that the provision of these services would not compromise the external auditors' independence, if they are being engaged for their services.
- Met with the external auditors independently without the presence of the management.

iii. Internal auditors

- Reviewed the effectiveness of the internal audit processes, internal audit department's annual work plan, audit function resource requirements, and assessed the performance of the internal auditors to ensure the department has sufficient and adequate manpower and there were no suppression or infringement on scope imposed by the management.
- Reviewed the programmes and annual internal audit plan for the current financial year to ensure adequate scope and comprehensive coverage of the activities of the Company and the Group. The Committee also ensured that significant risks identified are covered in the internal audit plan.
- Reviewed the reports of the internal auditors, arising from their special review, annual audit reviews and follow-up reviews to ensure relevant controls are put in place to mitigate significant risks faced by the Group and address significant audit findings highlighted in the audit reports respectively.
- Met with the internal auditors independently without the presence of the management.

ACTIVITIES DURING THE YEAR (Cont'd)

iv. Reviewed the whistle-blowing issues with the internal auditors, and discussed with management the issues to ensure that proper investigations were conducted while protecting the anonymity of the whistle-blowers.

v. Reviewed the Company's Audit Committee Report and the adequacy of its terms of reference and Statement on Risk Management and Internal Control ("SORMIC") to ensure the contents therein are accurate and in compliance with the MMLR, prior to recommending the same to the Board for approval.

vi. Reviewed the related party transactions entered into by the Company and the Group, and the disclosure of such transactions in the annual report of the Company, where necessary.

vii. Deliberated the treatment and impact on prior year adjustments for the classification between investment property and property, plant and equipment, and reviewed with the auditors on management's assessment and the adequate disclosure in the financial statements.

viii. Deliberated on impact and COVID-19 pandemic's relief, for instance, accounting for rent concession, on the its application and accounting treatment, and deliberated the approach undertaken by management with the external auditors on their review of the management's approach and the appropriateness and the adequacy of disclosure in the financial statements.

ix. Reviewed the extent of the Group's compliances with provisions set out in the Malaysian Code on Corporate Governance ("the Code") in relation to financial reporting, Internal Audit function, audit and risk management and recommended to the Board action plans to address identified gaps between the Group's existing corporate governance practices and the prescribed corporate governance principles and best practices under the Code.

x. Reviewed the Anti-Bribery and Anti-Corruption Compliance Programme, and ensured the risk assessment on gap analysis, the action plans taken to address the gaps, control measures implemented, as well as the implementation of all the necessary awareness trainings for the Board and all employees, together with the Compliance Assessment for all employees.

INTERNAL AUDIT FUNCTION

The Audit Committee is supported by an in-house and independent Internal Audit Department who performs the internal audit function for the Group. The main role of the Internal Audit Department is to review the effectiveness of the system of internal control and risk management within the Group and this is performed with impartiality, proficiency and due professional care.

It is the responsibility of the Internal Audit Department to provide the Audit Committee with independent and objective report on the state of internal control of the various operating units within the Group and the extent of compliances with the Group's established policies and procedures as well as the relevant statutory requirements.

During the year, the Internal Audit Department has performed audits on the Group's Institutions and key corporate departments in accordance to the approved Internal Audit Plan as well as some ad-hoc special audits and reviews as assigned by the Senior Management. The internal auditors reviewed the internal controls and key operating processes of the Group businesses, related party transactions and ascertained the extent of compliance with the established Group Policies and Standard Operating Procedures, and statutory requirements. The completed audit reports were presented to the Audit Committee for deliberation and follow-up audits were also performed to ensure Management had addressed the control weaknesses accordingly. The internal auditors also conducted investigations on certain allegations raised by whistle-blowers to ensure appropriate actions, as well as corrective steps, if any, were carried out.

Further details of the Internal Audit Function and its activities are found in the Corporate Governance Overview Statement and SORMIC in this Annual Report.

The Audit Committee Report was approved by the Board of Directors on 13 April 2022.

INTRODUCTION

The Board of Directors ("Board") is pleased to outline the state and key elements of the risk management and internal control of the Group for the financial year ended 31 December 2021. This statement has been prepared in accordance with the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers ("Guidelines") issued on 31 December 2012, which is in line with Paragraph 15.26(b) of the Main Listing Requirements of Bursa Malaysia Securities Bhd and Principle B of the Malaysian Code on Corporate Governance.

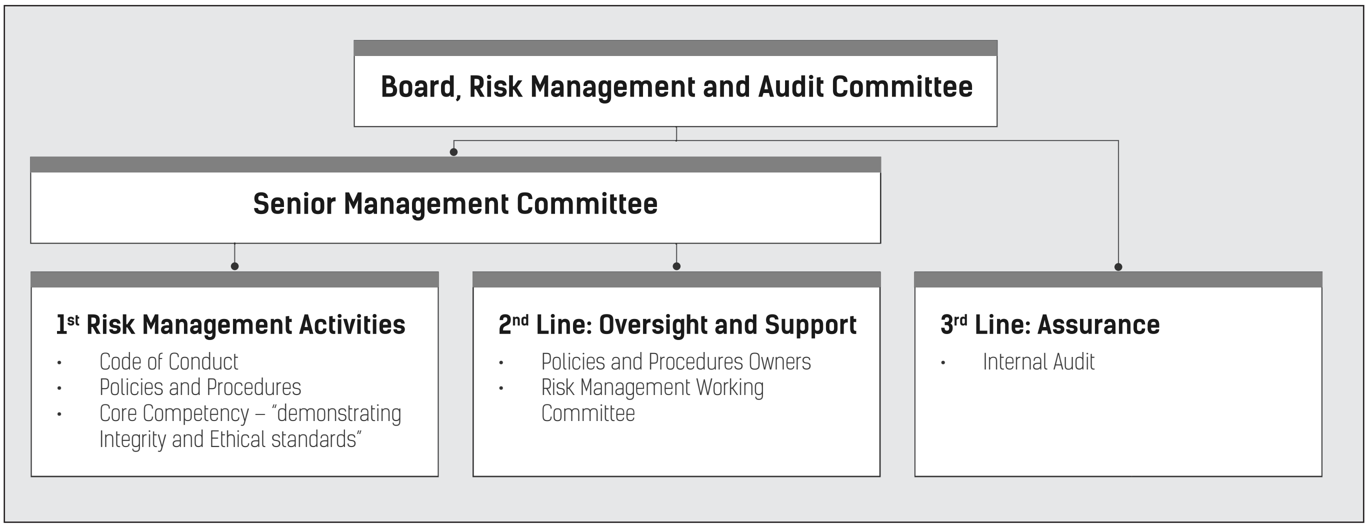
THE BOARD'S RESPONSIBILITY

The Board remains committed towards operating a sound risk management and internal control system and has recognised that the system must continuously evolve to support the type of business and size of operations of the Group. In view of the limitations inherent in any system of risk management and internal control, the Board is aware that such system is designed to manage risk exposures within the Group's risk appetite rather than the complete elimination of the risk of failure to achieve business objectives. The system can therefore only provide reasonable, but not absolute assurance, against material misstatement or loss.

The Group has an on-going process for identifying, evaluating and managing the significant risks it faces. The Board regularly reviews the results of this process, including measures taken by Management to address areas of key risks as identified. This process has been in place for the financial year under review and up to the date of approval of this Statement.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group has applied the "Three Lines of Defence" Model for the organisation of the risk management and internal control system.



The Board is assisted by the Risk Management Committee ("RMC") and the Audit Committee ("AC"), which have been delegated with primary oversight responsibilities on the Group's risk management and internal control system. The Board remains responsible for the overall governance of risk and internal control, as well as for all the actions of the Board Committees with regard to the execution of the delegated oversight responsibilities.

The Senior Management Committee assists the Board to oversee the risk management activities and to provide oversight and support over the governance and risk management processes.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (Cont'd)

i) 1st Line of Defence

The first line of defence comprises the risk management activities of the Group. This includes the establishment of the code of conduct, policies and procedures as well as the core competencies of the Group.

ii) 2nd Line of Defence

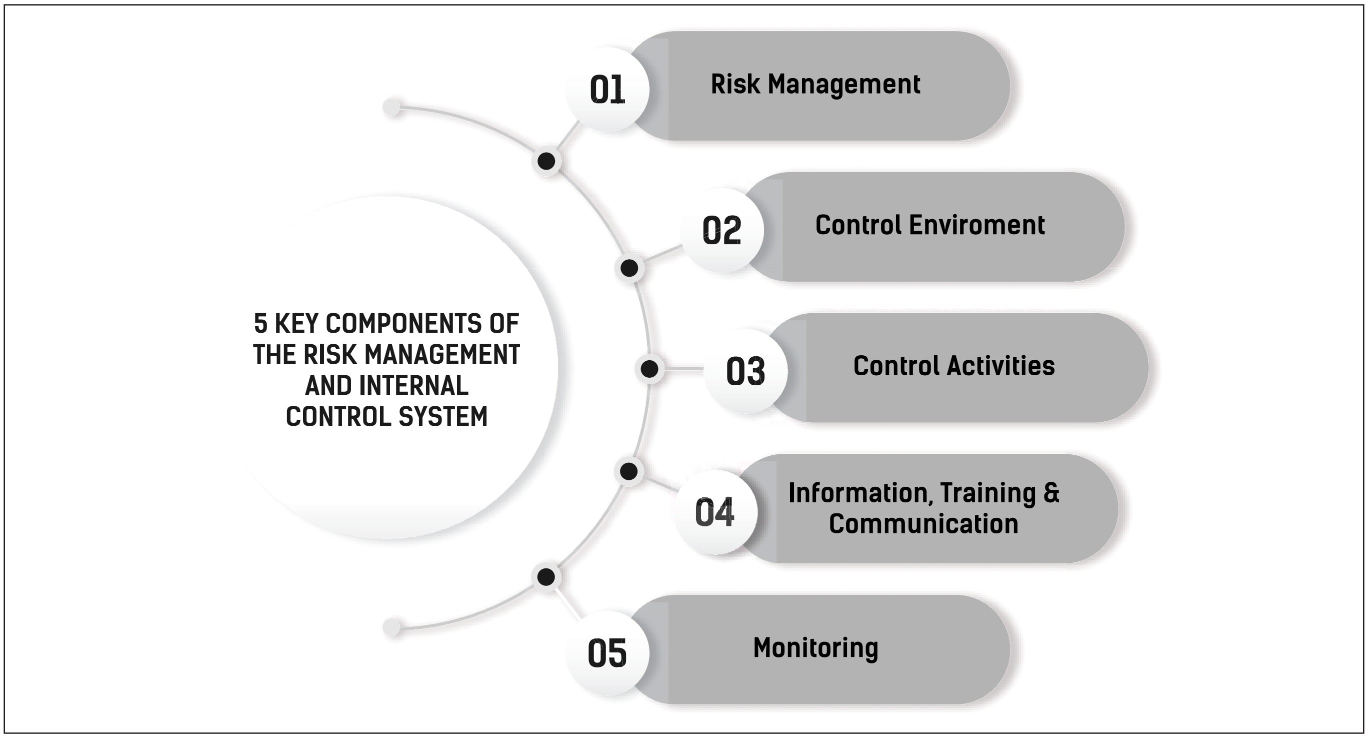
The second line of defence is to provide oversight and support. The policy and procedures owners are responsible to regularly review and update the policies and procedures to ensure that sufficient internal controls are embedded into the relevant functions.

The Group has also established the Risk Management Working Committee ("RMWC") who assists the RMC to review and manage the risk profile of the Group.

iii) 3rd Line of Defence

The third line of defence is the in-house Internal Audit function who conducts independent assessment on the adequacy and effectiveness of the Group's risk management, internal control and governance systems.

5 KEY COMPONENT OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM



1) Risk Management

The Board has entrusted the RMC to review the risk management processes within the Group.

The RMC is assisted by the RMWC which comprised of Top and Senior Management ("Management") of the Group to identify and assess significant risks to be updated into the risk profile of the Group. The RMWC will also formulate relevant control mechanisms to address the identified risks accordingly.

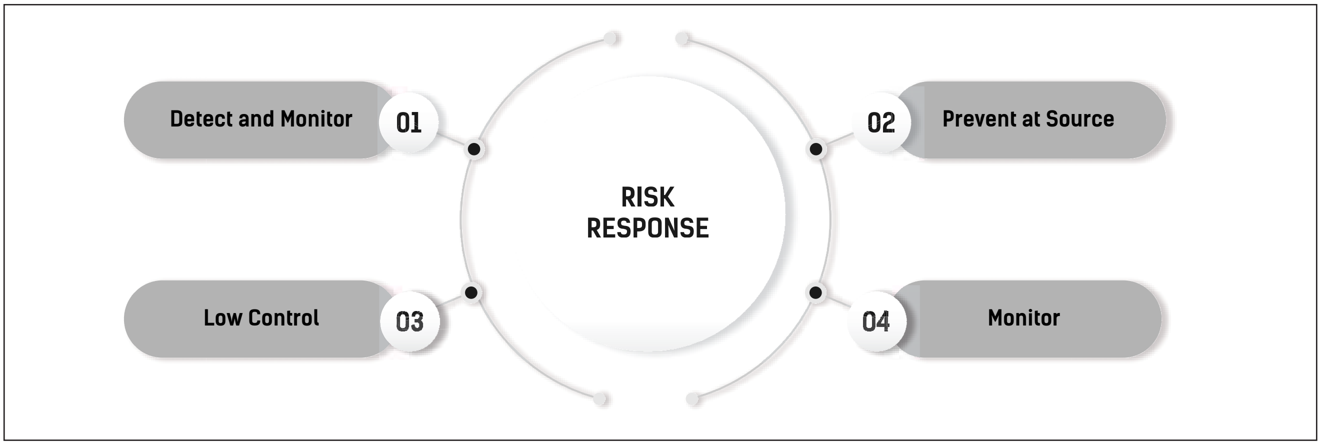
5 KEY COMPONENT OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (Cont'd)

1) Risk Management (Cont'd)

Strategic	Reputational	Regulatory	Financial	Operational	Health

Significant risks of the Group identified are grouped into the following 6 categories:
i) Strategic
ii) Reputational
iii) Regulatory
iv) Financial
v) Operational
vi) Health

The associated business risks from these 6 categories are first being assessed and rated based on their risk likelihood and impact. After risk assessment, the identified business risks are then mapped onto the Risk map which is divided into 4 Quadrants to determine relevant actions plan to be devised:-



i) "Prevent at Source" Risk
Risks in this quadrant are classified as Primary Risks and are rated "high" priority. They are the critical risks that threaten the achievement of the Group's objectives. These risks are both significant in consequence and likely to occur. They should be reduced or eliminated with preventive controls and should be subject to control evaluation and testing.

ii) "Detect and Monitor" Risk
Risks in this quadrant are significant, but they are less likely to occur. To ensure that the risks remain low likelihood and are managed by the Group appropriately, they need to be monitored on a rotational basis. Detective controls should be put into place to ensure that these high significant risks will be detected before they occur. These risks are second priority after Primary Risks.

iii) "Monitor" Risk
Risks in this quadrant are less significant, but have a higher likelihood of occurring. These risks should be monitored from time to time to ensure that they are being appropriately managed and that their significance has not changed due to changing business conditions.

5 KEY COMPONENT OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (Cont'd)

1) Risk Management (Cont'd)

iv) "Low Control" Risk

Risks in this quadrant are both not significant and unlikely to occur. They require minimal monitoring and control unless subsequent risk assessments indicate a substantial change, prompting a move to another risk category.

For business risks which are rated and mapped at the top Quadrant of the Risk Map, the RMWC would then discuss to formulate relevant action plans with deadlines set to mitigate them accordingly. The Risk Profile is then updated with the risk assessment results and action plans and deadlines to manage the risk.

The RMC reviews the Risk Profile to monitor the action plans devised are indeed carried out to mitigate the risks faced by the Group. During the year, four RMWC and two RMC meetings were conducted to review the Risk Profile and the outcomes of the meetings were also presented to the Board.

2) Control environment

i) THE AUDIT COMMITTEE ("AC")

The Board has tasked the AC with established Terms of Reference to examine the effectiveness of the Group's System of Internal Control.

In order to achieve that, the AC evaluates the internal audit function to assess its effectiveness in discharging of its responsibilities. Internal audit findings are presented, together with the Management's comments and proposed action plans, to the AC for its review. The AC also ensures the internal audit function follows up and reports on the status of the implementation of action plans by the Management on the findings.

The AC had updated the Board on the status of the Group's System of Internal Control in the Board meetings conducted during the year.

The AC also reviewed and ensured relevant measures had been carried out by the Management to address the internal control weaknesses raised by the external auditors during the AC meetings.

ii) The planning and management of the Group's business operations are well documented in the Group Organisational Chart approved by the Group Managing Director.

iii) Key functions such as finance and treasury, legal, human resources, and marketing matters are controlled centrally to ensure consistency in the setting and application of policies and procedures relating to these functions, and reduce duplication of works, thereby promoting efficiency in the Group.

iv) Key business processes of the Group are governed by Standard Operating Procedures to ensure consistency in delivery of quality academic and support services to students, integrity and timeliness of the Financial Statements, as well as good governance processes in engagement of goods and services and payments to suppliers. The Group key institutions' examination departments are ISO certified in order to further enhance the integrity of the examination processes.

3) Control Activities

i) The Senior Management Committee, which comprises the Group's Top and Senior Management, evaluates and approves major business decisions, procurements and policies.

ii) Business strategies, sales targets and budgets are set by Key Management together with Heads of Business units and approved by the Executive Committee ("EXCO"). These targets and budgets together with any major operational issues are regularly monitored and discussed at the Senior Management meetings.

5 KEY COMPONENT OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (Cont'd)

4) Information, Training and Communication

i) Monthly financial performance and key business indicators are tabled and deliberated at the monthly EXCO meetings. Major business strategies and operational issues are also discussed at these meetings.

ii) The Executive Directors and Group Top and Senior Management report to the Board the financial performances of the Group during the regular Board meetings. Major investments and business strategies are also discussed and approved by the Board.

iii) Training and development programmes such as ISO, health and safety, technical and leadership trainings are organised for employees to ensure that they are equipped with necessary knowledge and skills as well as being kept up to date with the necessary competencies to carry out their responsibilities towards achieving the Group's objectives.

iv) The Group Human Resource Management and Internal Audit function have collaborated to roll-out the awareness sessions on the Code of Conduct and Compliance Learning to create awareness on the importance of controls and compliance with the code of conduct as well as the policies and procedures.

v) Induction programme for new joiners is organised with the aim of raising their awareness and educating them on the Group's approach to risk management and internal control. Such sessions also provide a forum to enhance the participants' understanding on the Group's risk management and control procedures as well as their roles in managing the risks.

5) Monitoring

i) The independent internal audit function provides assurance to the RMC and AC regarding the state of the risk management, governance and internal control systems of the Group by carrying out regular audits.

ii) An Internal Control Rating Framework has been formulated to provide the AC with a better understanding of the conclusions derived in the internal audit reports regarding the state of the internal controls and governance systems of SEGi University and Colleges.

iii) The Safety and Health Committee reviews the occupational safety and health procedures within the Group's institutions.

iv) The Whistle Blowing Policy provides a transparent and confidential platform for employees to raise any concerns about suspected misconduct within the Group without fear of retaliation.

ASSURANCE

The Group has also obtained reasonable assurance from the Group Managing Director and Group Chief Financial Officer on the adequacy and effectiveness of the risk management and Group's System of Internal Control in all material aspects, during the financial year under review.

CONCLUSION

The Board is of the view a sound risk management and internal control system is in place for the financial year under review, and up to the date of approval of this statement, for identifying, evaluating and managing significant risks faced by the Group. This process is regularly reviewed by the Board to safeguard shareholders' investment.

During the financial year under review, there were no major weaknesses in internal controls which resulted in material losses, contingencies or uncertainties that would require a disclosure in the Group's Annual Report.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report of the Group for the financial year ended 31 December 2021. Their limited assurance review was performed in accordance with the Audit and Assurance Practice Guide 3 (AAPG3) issued by the Malaysian Institute of Accountants.

Based on the review, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe this Statement is inconsistent with their understanding of the processes the Board has adopted in reviewing adequacy and effectiveness of the Risk Management and Internal Control system of the Group.

This Statement was approved by the Board of Directors on 13 April 2022.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Board is responsible for ensuring that the financial statements of the Group give a true and fair view of the state of affairs of the Group and of the Company as at the end of the year, and of their results and cash flows for the year then ended. The Directors also ensured that the financial statements are drawn up in accordance with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act 2016.

In preparing the financial statements, the Directors have adopted and consistently applied suitable accounting policies and made reasonable and prudent judgements.

The Directors are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

This statement was approved by the Board of Directors on 13 April 2022.

1. Utilisation of Proceeds Raised from Corporate Proposals

There were no proceeds raised from corporate proposals in the year under review.

2. Audit and Non-Audit Fees

For the financial year ended 31 December 2021, the amounts of audit fees paid or payable by the Company and the Group to the external auditors are as follows:-

	Company (RM)	Group (RM)
Audit fees	130,000	514,000
Non-audit fees in relation to review of Statement on Risk Management and Internal Control	10,000	181,000

3. Material Contracts

Save as disclosed below, there were no material contracts entered into by the Company and its subsidiaries, involving the interest of directors and/or major shareholders, either still subsisting at the end of the year or, if not then subsisting, entered into since the end of the previous year.

On 8 July 2020, SEGi College (Subang Jaya) Sdn Bhd ("SCSJ"), one of the wholly owned subsidiary company of the Company, entered into an agreement to lease with HCK Capital Holdings Sdn Bhd, ("HCHSB"), a wholly owned subsidiary company of HCK Capital Group Berhad ("HCK"), for the leasing of part of a development namely, Edumetro @ Subang Jaya ("Leased Property"), as SCSJ new campus, for a leasing tenure of 12 years ("Leased Tenure") commencing from a date to be mutually agreed in June 2022 ("Lease Commencement Date") (hereinafter referred to the "Agreement to Lease").

The Agreement to Lease is to set out mutual agreement on the terms and conditions of an agreement to lease the Leased Property whilst pending completion of the development and construction of Leased Property. The lease of the Leased Property will take effect only on the Lease Commencement Date, subject to the delivery of vacant possession of the Leased Property to HCHSB and completion of Additional Specifications on the Leased Property on the effective date of the Lease Tenure.

There was no consideration passing save for the refundable security monies paid upon execution of the Agreement to Lease.

Tan Sri Clement Hii Chii Kok ("TSC"), the Group Managing Director and major shareholder of the Company, is also the Executive Chairman and major shareholder of HCK. Pinnacle Heritage Solutions Sdn Bhd ("PHS"), the major shareholder of the Company, is a party acting in concert with TSC pursuant to the shareholders agreement dated 25 April 2012 entered between TSC and PHS. Mr. Nicholas Rupert Heylett Bloy, the Non-Independent Non-Executive Director and major shareholder of the Company by virtue of his interest in PHS pursuant to Section 8(4) of the Companies Act 2016 is considered a person connected with PHS.

Save as disclosed above, none of the Directors and/or major shareholders of the Company, and/or persons connected with them have any interest, whether direct or indirect, in the Agreement to Lease.

4. Recurrent Related Party Transactions of a revenue or trading nature

There were no recurrent related party transactions of revenue nature which required shareholders' mandate during the year ended 31 December 2021.

5. Long Term Incentive Plan ("LTIP")

On 1 July 2014, the Company implemented a LTIP for a period of 10 years. The LTIP comprises the Employees' Share Option Scheme ("ESOS") and Share Grant Plan ("SGP") for the eligible directors and employees of the Company and its subsidiaries ("Eligible Persons"). The SGP is intended to allow the Company to award Performance Share Plan ("PSP") Grant to Eligible Persons.

During the financial year, no ESOS options and PSP Grants were granted and vested by the Company under ESOS and SGP respectively. No ESOS options have been exercised as at the date of this report.

During the financial year under review ("FY2021"), there is only 1 existing plan and the details of the LTIP are as follows:

LTIP	Total number of ESOS options or PSP Grants granted	Total number of ESOS options exercised or PSP Grants vested	Total ESOS options or PSP Grants outstanding
ESOS option	3,956,270	-	2,695,265
PSP Grant	549,933	549,933	-

As at 31 December 2021, the aggregate ESOS and PSP granted to Directors and Chief Executive are as follows:

Directors	Aggregate ESOS options or PSP Grants granted	Aggregate ESOS options exercised or PSP Grants vested	Aggregate ESOS options or PSP Grants outstanding
ESOS option	306,939	-	306,939
PSP Grant	172,654	172,654	-

In accordance to the By-Laws, the aggregate maximum allocation applicable to Directors and Senior Management is 60%. No ESOS options and PSP Grants were granted and vested during the financial year under review and the total amounts of ESOS options and PSP Grants granted and vested to the Directors and senior management since commencement of the LTIP was 0.64%.

No ESOS options were offered to and exercised by, or PSP Grants were granted to and vested in the Non-Executive Directors, under the LTIP, in respect of the financial year under review and since commencement of the LTIP.

FINANCIAL STATEMENTS

06 FINANCIAL STATEMENTS

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2021.

Principal activities

The Company is principally engaged in the businesses of investment holding and provision of management consultancy services, property management, rental of premises, business advisory services and educational and training services.

The principal activities and other information relating to the subsidiaries are disclosed in Note 18 to the financial statements.

Results

	Group RM'000	Company RM'000
Profit for the year	46,241	36,688
Profit for the year, attributable to: Equity holders of the Company	46,233	36,688
Non-controlling interests	8	-
	46,241	36,688

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the directors, except as disclosed in the financial statements, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

Dividend

No dividend has been paid or declared by the Company since the end of the previous financial year.

On 3 January 2022, the directors declared an interim single-tier dividend in respect of financial year ending 31 December 2022 of RM0.03 per ordinary share amounting to RM36,774,863 and the dividend was paid on 25 January 2022. The financial statements for the current financial year do not reflect this interim dividend. It will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2022.

On 18 April 2022, the directors recommended the payment of a first and final single-tier dividend of RM0.01 per ordinary share in respect of the financial year ended 31 December 2021. This dividend is subject to the approval of the shareholders at the coming Annual General Meeting.

Issue of shares and debentures

The Company did not issue any new shares or debentures during the financial year.

Long Term Incentive Plan

The Company's Long Term Incentive Plan ("LTIP") is governed by the By-Laws which were approved by the shareholders on 18 June 2014. The LTIP was implemented on 1 July 2014 and shall be in force for a period of 10 years from the date of implementation. The LTIP comprises the Employees' Share Option Scheme ("ESOS") and Share Grant Plan ("SGP") for the eligible directors and employees of the Company and its subsidiaries ("Eligible Persons"). The SGP is intended to allow the Company to award Performance Share Plan ("PSP") Grant to Eligible Persons. Based on the By-Laws, the ESOS options and/or PSP Grant will only be granted to the Eligible Persons upon the LTIP Committee providing the Eligible Persons written confirmation or notification of the number of ESOS options and/or PSP Grant vested in them. The fulfilment of the stipulated vesting conditions by the Eligible Persons is not sufficient to vest the ESOS options and/or PSP Grant to the Eligible Persons.

During the financial year, no ESOS options in accordance to section 253 of the Companies Act 2016 were granted by the Company pursuant to the LTIP.

Details of the LTIP are set out in Note 32(d) to the financial statements.

Treasury shares

There were no repurchase of the Company's issued ordinary shares, nor any resale, cancellation or distribution of treasury shares during the financial year.

As at 31 December 2021, the Company held as treasury shares a total of 38,734,400 of its 1,264,563,142 issued ordinary shares. Such treasury shares are held at a carrying amount of RM45,191,000 and further relevant details are disclosed in Note 31 to the financial statements.

Subsequent events

Details of subsequent events are disclosed in Note 39 to the financial statements.

Directors

The names of the directors of the Company in office since the beginning of the financial year to the date of this report are:

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas
Tan Sri Hii Chii Kok @ Hii Chee Kok
Professor Hew Moi Lan
Nicholas Rupert Heylett Bloy
Dato' Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil
Dato' Siew Boon Yeong
Dato Goh Leng Chua
Fua Chye Jin

Directors (cont'd.)

The names of the directors of the Company's subsidiaries in office since the beginning of the financial year to the date of this report (not including those directors listed above) are:

Chong Poh Yee
Dato' Pahamin A. Rajab
Dr. Susie Lau Meng Ching
Dr. Tan Saw Poh
Elaine Chegne Peck Oon
Kamalam Pillay Rungapadiachy
Ng Kim Leng
Ong Lee Aei
Professor Dr. Azrin Esmady Bin Ariffin
Professor Dr. Mohamad Raili Bin Suhaili
Professor Dato' Dr. Ahmad Termizi Bin Zamzuri
Savinilorna Payandi-Pillay-Ramen
Stella Lau Kah Wai
Elsie Hui Ei Cheeng (appointed on 31 May 2021)

Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate other than shares issued and awarded under the Company's LTIP.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of full time employees of the Company as disclosed below) by reason of a contract made by the Company or a related corporation with any director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

	Group RM'000	Company RM'000
Fees	266	266
Salaries and other emoluments	666	666
Defined contribution plan	70	70
Estimated money value of benefits-in-kind	43	43
	1,045	1,045

Indemnity and insurance for directors and officers

The directors and officers of the Group and of the Company are covered under a directors' and officers' liability insurance. The insurance has an aggregate limit of RM10,000,000 against any legal liability, if incurred by the directors and officers of SEG International Bhd. ("SEGi") and its subsidiaries in discharging of their duties while holding office for SEGi and its subsidiaries subject to the terms of the policy. The insurance premium for SEGi and its subsidiaries is RM10,000.

Directors' interests

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares (and options over shares) in the Company and its related corporations during the financial year were as follows:

	Number of ordinary shares			
	1.1.2021	Acquired	Sold	31.12.2021
The Company				
Direct interest				
Tan Sri Hii Chii Kok @ Hii Chee Kok	396,694,479	-	-	396,694,479
Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas	67,991	-	-	67,991
Dato' Siew Boon Yeong	3,771,428	-	-	3,771,428

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares (and options over shares) in the Company and its related corporations during the financial year were as follows: (cont'd.)

	Number of ordinary shares			
	1.1.2021	Acquired	Sold	31.12.2021
The Company				
Indirect interest				
Nicholas Rupert Heylett Bloy ^	856,259,514	-	-	856,259,514
Tan Sri Hii Chii Kok @ Hii Chee Kok *	459,565,035	-	-	459,565,035

	Number of options over ordinary shares			
	1.1.2021	Granted	Exercised/ Lapsed	31.12.2021
Direct interest				
Professor Hew Moi Lan	306,939	-	-	306,939

^ Deemed interests through Pinnacle Heritage Solutions Sdn. Bhd. ("PHS")'s, direct and indirect interest in SEGi shares.

* Deemed interests in such SEGi shares held by PHS pursuant to the shareholders' agreement dated 25 April 2012 entered between Tan Sri Hii Chii Kok @ Hii Chee Kok and PHS for regulating their relationship with one another as shareholders of SEGi.

By virtue of their interests in shares in the Company, Tan Sri Hii Chii Kok @ Hii Chee Kok and Nicholas Rupert Heylett Bloy are deemed interested in the shares of the subsidiaries during the financial year to the extent that the Company has an interest.

Other than as disclosed, none of the other directors in office at the end of the financial year had any interest in shares and options over shares in the Company or its related corporations during the financial year.

Other statutory information

(a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were prepared, the directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

(i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and

(ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

(e) As at the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(f) In the opinion of the directors, except as disclosed in the financial statements:

(i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations when they fall due; and

(ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

Auditors

The auditors, Ernst & Young PLT, have expressed their willingness to continue in office. Auditors' remuneration are disclosed below:

	Group RM'000	Company RM'000
Auditors' remuneration:		
Ernst & Young PLT	391	130
Other auditors	123	-
	514	130

Signed on behalf of the Board in accordance with a resolution of the directors dated 18 April 2022.

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas

Tan Sri Hii Chii Kok @ Hii Chee Kok

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas and Tan Sri Hii Chii Kok @ Hii Chee Kok, being two of the directors of SEG International Bhd., do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 126 to 211 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia, so as to give a true and fair view of the financial positions of the Group and of the Company as at 31 December 2021 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors dated 18 April 2022.

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas

Tan Sri Hii Chii Kok @ Hii Chee Kok

STATUTORY DECLARATION

PURSUANT TO SECTION 251(1)(b) OF THE COMPANIES ACT 2016

I, Chong Poh Yee, being the officer primarily responsible for the financial management of SEG International Bhd., do solemnly and sincerely declare that the accompanying financial statements set out on pages 126 to 211 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by
the abovenamed Chong Poh Yee at
Kuala Lumpur in the Federal Territory
on 18 April 2022.

Chong Poh Yee
(MIA member no. 7620)

Before me,

Report on the audit of the financial statements

Opinion

We have audited the financial statements of SEG International Bhd., which comprise the statements of financial position as at 31 December 2021 of the Group and of the Company, and statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 126 to 211.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021, and of their financial performance and cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence and other ethical responsibilities

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By- Laws") and the International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statements.

Report on the audit of the financial statements (cont'd.)

Key Audit Matters (cont'd.)

Impairment of (i) goodwill and (ii) investment in subsidiaries

(i) Goodwill

(Refer to summary of significant accounting policies in Note 2.4(b), significant accounting judgements, estimates and assumptions in Note 3(b)(i) and disclosure of goodwill in Note 17(b) to the financial statements)

As at 31 December 2021, the carrying amount of goodwill recognised by the Group stood at RM27,210,000, which represents 10% of the Group's total non-current assets and 7% of the Group's total assets. This goodwill mainly relates to three subsidiaries principally engaged in the educational activities. The Group is required to perform annual impairment test of the cash generating units (CGUs) or groups of CGUs to which this goodwill has been allocated. The Group estimated the recoverable amount of its CGUs or groups of CGUs to which the goodwill is allocated based on value in use (VIU) calculations using cash flows projections.

We consider this impairment test to be an area of audit focus due to the significance of the amount, the complexity of the assessment process and the significant management judgement and assumptions involved. Specifically, we focus on the evaluation of the assumptions on expected revenue growth, discount rate and terminal growth rate.

(ii) Investment in subsidiaries

(Refer to summary of significant accounting policies in Note 2.4(a), significant accounting judgements, estimates and assumptions in Note 3(b)(ii) and disclosure of investment in subsidiaries in Note 18 to the financial statements)

As at 31 December 2021, the carrying amount of investment in subsidiaries stood at RM76,793,000, which represents 40% of the Company's total non-current assets and 29% of the Company's total assets.

The history of continued losses and the depleting shareholders' fund reported by certain subsidiaries indicated that the carrying amount of the investment in subsidiaries may be impaired. Accordingly, the Company carried out impairment testing on these investment in subsidiaries by estimating the recoverable amount using VIU calculations.

Similarly, we focused on impairment assessment of investment in subsidiaries as the impairment testing relies on VIU calculations using a five-year cash flow projection.

In addressing the areas of focus on impairment of goodwill as well as investments in subsidiaries, we performed, among others, the following procedures:

a) obtained an understanding of the relevant internal process in estimating the recoverable amount of the CGUs or groups of CGUs;

b) evaluated the basis of preparing cash flow projection taking into consideration the assessment of management's historical budgeting accuracy;

c) together with EY valuation specialist, evaluated the methodology applied and management's key assumptions used which comprise discount rate, forecast annual growth rates and terminal growth rate by making comparisons to historical trends, internal and external market data; and

d) analysed the sensitivity of key assumptions by assessing the impact of changes to the recoverable amounts.

Report on the audit of the financial statements (cont'd.)

Key Audit Matters (cont'd.)

Impairment of (i) goodwill and (ii) investment in subsidiaries (cont'd.)

We have also evaluated the adequacy of the Group's and of the Company's disclosures of each key assumption on which the Group and the Company have based their cash flow projection. Key assumptions are those to which the recoverable amount is most sensitive, as disclosed in Notes 17(b) and 18 to the financial statements.

Information other than the financial statements and auditors' report thereon

The directors of the Company are responsible for the other information. The other information comprises the directors' report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the annual report which is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors of the Company and take appropriate action.

Responsibilities of the directors for the financial statements

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on the audit of the financial statements (cont'd.)

Auditors' responsibilities for the audit of the financial statements (cont'd.)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 18 to the financial statements.

Other matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young PLT
202006000003 (LLP0022760-LCA) & AF 0039
Chartered Accountants

Lee Ai Chung
No. 03265/04/2023 J
Chartered Accountant

Kuala Lumpur, Malaysia
18 April 2022

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

		Group		Company	
		2021	2020	2021	2020
	Note	RM'000	RM'000	RM'000	RM'000
Revenue	4	223,499	204,124	61,494	57,487
Cost of services	5	(78,911)	(63,196)	(18,733)	(16,740)
Gross profit		144,588	140,928	42,761	40,747
Interest income	6	751	1,006	2,280	2,315
Other income	7	9,511	8,974	5,919	3,683
Distribution expenses		(6,506)	(7,141)	(179)	(231)
Administrative expenses		(44,366)	(45,307)	(2,807)	(3,128)
Other expenses		(44,272)	(44,421)	(5,895)	(3,778)
Operating profit		59,706	54,039	42,079	39,608
Finance costs	8	(7,443)	(8,867)	(5,219)	(6,823)
Profit before tax	9	52,263	45,172	36,860	32,785
Taxation	12	(6,022)	(5,996)	(172)	477
Profit for the year		46,241	39,176	36,688	33,262
Other comprehensive income, net of tax:					
Items that will not be reclassified subsequently to profit or loss:					
Fair value gain through other comprehensive income ("FVOCI") equity instruments		5	200	-	-
Revaluation of freehold land and buildings		22,008	-	9,002	-
Item that may be reclassified subsequently to profit or loss:					
Foreign currency translation differences		(181)	184	-	-
Other comprehensive income, net of tax		21,832	384	9,002	-
Total comprehensive income for the year		68,073	39,560	45,690	33,262

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	Group		Company	
		2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Profit for the year, attributable to:					
Equity holders of the Company		46,233	39,181	36,688	33,262
Non-controlling interests		8	(5)	-	-
		46,241	39,176	36,688	33,262
Total comprehensive income for the year, attributable to:					
Equity holders of the Company		68,065	39,565	45,690	33,262
Non-controlling interests		8	(5)	-	-
		68,073	39,560	45,690	33,262
Earnings per share attributable to equity holders of the Company					
- Basic	13	3.77 sen	3.18 sen		
- Diluted	13	3.76 sen	3.17 sen		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

		Group		Company	
		2021	2020	2021	2020
	Note	RM'000	RM'000	RM'000	RM'000
Assets					
Non-current assets					
Property, plant and equipment	15	94,424	74,935	16,649	6,419
Investment properties	16	6,747	6,841	-	-
Intangible assets	17	27,210	27,522	-	-
Investment in subsidiaries	18	-	-	76,793	77,450
Other investment	19	660	660	-	-
Receivables	20	4,873	4,390	28,062	22,536
Right-of-use assets	21	118,909	130,632	72,332	78,672
Deferred tax assets	22	8,939	7,174	365	1,952
		261,762	252,154	194,201	187,029
Current assets					
Inventories	23	86	85	-	-
Receivables	20	25,576	30,635	13,797	32,294
Tax recoverable		3,181	2,173	24	-
Other financial asset	24	280	278	280	278
Deposits, cash and bank balances	25	118,453	53,045	60,029	19,297
		147,576	86,216	74,130	51,869
Total assets		409,338	338,370	268,331	238,898
Equity and liabilities					
Current liabilities					
Borrowings	26	23,058	24,272	23,058	24,272
Lease liabilities	21	22,639	19,738	14,919	11,497
Payables	27	57,437	45,715	10,717	12,566
Contract liabilities	28	30,043	23,970	-	-
Provisions	29	120	-	-	-
Current tax liabilities		744	347	-	72
		134,041	114,042	48,694	48,407
Net current assets/(liabilities)		13,535	(27,826)	25,436	3,462

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Non-current liabilities					
Borrowings	26	-	7,250	-	7,250
Lease liabilities	21	105,351	120,827	64,502	73,760
Payables	27	2,007	2,034	1,117	1,689
Contract liabilities	28	1,134	1,164	-	-
Provisions	29	406	442	-	-
Deferred tax liabilities	22	6,517	1,338	-	-
		115,415	133,055	65,619	82,699
Total liabilities		249,456	247,097	114,313	131,106
Net assets		159,882	91,273	154,018	107,792
Equity attributable to equity holders of the Company					
Share capital	30	147,707	147,707	147,707	147,707
Treasury shares	31	(45,191)	(45,191)	(45,191)	(45,191)
Reserves	32	58,383	(10,218)	51,502	5,276
		160,899	92,298	154,018	107,792
Non-controlling interests		(1,017)	(1,025)	-	-
Total equity		159,882	91,273	154,018	107,792
Total equity and liabilities		409,338	338,370	268,331	238,898

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Group	Share capital (Note 30) RM'000	Treasury shares (Note 31) RM'000	Fair value reserve of financial assets at FVOCI (Note 32(b)) RM'000	Exchange translation reserve (Note 32(c)) RM'000	Share-based payment reserve (Note 32(d)) RM'000	Asset revaluation surplus (Note 32(e)) RM'000	Accumulated losses /retained profits (Note 32(a)) RM'000	Attributable to equity holders of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
	← Non-distributable					→	Distributable			
At 1 January 2021	147,707	(45,191)	-	193	1,991	-	(12,402)	92,298	(1,025)	91,273
Profit for the year	-	-	-	-	-	-	46,233	46,233	8	46,241
Other comprehensive income for the year, net of tax:										
Revaluation of freehold land and buildings	-	-	-	-	-	22,008	-	22,008	-	22,008
Fair value gain on financial assets	-	-	5	-	-	-	-	5	-	5
Foreign currency translation differences	-	-	-	(181)	-	-	-	(181)	-	(181)
Total comprehensive income for the year	-	-	5	(181)	-	22,008	46,233	68,065	8	68,073
Depreciation transfer for buildings to retained profits	-	-	-	-	-	(139)	139	-	-	-
Deferred tax impact transfer on revaluation of freehold land and buildings	-	-	-	-	-	33	(33)	-	-	-
Transactions with owners:										
- Share-based payment	-	-	-	-	536	-	-	536	-	536
At 31 December 2021	147,707	(45,191)	5	12	2,527	21,902	33,937	160,899	(1,017)	159,882

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Group	Share capital (Note 30) RM'000	Treasury shares (Note 31) RM'000	Fair value reserve of financial assets at FVOCI (Note 32(b)) RM'000	Exchange translation reserve (Note 32(c)) RM'000	Share-based payment reserve (Note 32(d)) RM'000	Accumulated losses (Note 32(a)) RM'000	Attributable to equity holders of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
	← Non-distributable				→	Distributable			
At 1 January 2020	147,707	(37,486)	(200)	9	1,969	(20,937)	91,062	(1,020)	90,042
Profit for the year	-	-	-	-	-	39,181	39,181	(5)	39,176
Other comprehensive income for the year, net of tax:									
Fair value gain on financial assets	-	-	200	-	-	-	200	-	200
Foreign currency translation differences	-	-	-	184	-	-	184	-	184
Total comprehensive income for the year	-	-	200	184	-	39,181	39,565	(5)	39,560
Transactions with owners:									
- Purchase of treasury shares	-	(7,705)	-	-	-	-	(7,705)	-	(7,705)
- Share-based payment	-	-	-	-	22	-	22	-	22
- Dividend	-	-	-	-	-	(30,646)	(30,646)	-	(30,646)
At 31 December 2020	147,707	(45,191)	-	193	1,991	(12,402)	92,298	(1,025)	91,273

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENT OF
CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Company	Share capital (Note 30) RM'000	Treasury shares (Note 31) RM'000	Share-based payment reserve (Note 32(d)) RM'000	Asset revaluation surplus (Note 32(e)) RM'000	Retained profits (Note 32(a)) RM'000	Total equity RM'000
	← Non-distributable			→	Distributable	
At 1 January 2021	147,707	(45,191)	1,991	-	3,285	107,792
Total comprehensive income for the year	-	-	-	-	36,688	36,688
Revaluation of freehold land and buildings	-	-	-	9,002	-	9,002
Depreciation transfer for buildings to retained profits	-	-	-	(29)	29	-
Deferred tax impact transfer on revaluation of freehold land and buildings	-	-	-	7	(7)	-
Transactions with owners:						
- Share-based payment	-	-	536	-	-	536
At 31 December 2021	147,707	(45,191)	2,527	8,980	39,995	154,018
At 1 January 2020	147,707	(37,486)	1,969	-	669	112,859
Total comprehensive income for the year	-	-	-	-	33,262	33,262
Transactions with owners:						
- Purchase of treasury shares	-	(7,705)	-	-	-	(7,705)
- Share-based payment	-	-	22	-	-	22
- Dividend (Note 14)	-	-	-	-	(30,646)	(30,646)
At 31 December 2020	147,707	(45,191)	1,991	-	3,285	107,792

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

		Group		Company	
	Note	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Profit before tax		52,263	45,172	36,860	32,785
Adjustments for:					
Depreciation and amortisation of:					
- right-of-use assets	9, 21(a)	23,371	22,357	14,731	13,556
- property, plant and equipment	9, 15	9,014	10,538	207	158
- investment properties	9, 16	94	166	-	-
- development costs	9, 17	1	2	-	-
Write-off of:					
- plant and equipment	9, 15	247	8	-	-
- bad debts	9	3	502	-	-
- amount due from a subsidiary	9	-	-	1,869	-
Gain on:					
- disposal of plant and equipment	7, 9	(101)	(13)	-	-
- derecognition of right-of-use assets	7	(1,262)	(80)	-	-
Allowance for impairment loss on:					
- investment in subsidiaries	9, 18	-	-	2,204	960
- goodwill	17	311	-	-	-
- ECL on trade receivables	9, 20(b)	775	1,518	-	-
Reversal of:					
- allowance for ECL on trade receivables	9, 20(b)	(172)	(454)	-	-
- impairment from amounts due from subsidiaries	7, 9	-	-	(3,197)	-
Unrealised foreign currency exchange (gain)/loss	9	(81)	46	-	-
Dividend income	4	(57)	(54)	(38,603)	(32,505)
Interest income	6	(751)	(1,006)	(2,280)	(2,315)
Interest expense	8	7,443	8,867	5,219	6,823
Covid-19 related rent concessions received	7	(1,652)	(2,432)	(1,012)	(1,538)
Fair value movement on financial assets	24	(2)	75	(2)	(5)
Share-based payment expense	10	536	22	39	382
Operating cash flows before changes in working capital		89,980	85,234	16,035	18,301
<u>Changes in working capital</u>					
(Increase)/decrease in inventories		(1)	10	-	-
Decrease/(increase) in trade and other receivables		3,969	(4,140)	39	928
Increase/(decrease) in provisions		84	(177)	-	-
Increase/(decrease) in contract liabilities		6,043	(5,859)	-	-
Increase/(decrease) in trade and other payables		11,601	(11,280)	309	(321)
Decrease/(increase) in amount due from subsidiaries		-	-	11,840	(7,623)
)					
Cash generated from operations		111,676	63,788	28,223	11,285

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

		Group		Company	
	Note	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Cash generated from operations (cont'd.)		111,676	63,788	28,223	11,285
Interest paid		(7,443)	(8,867)	(5,043)	(6,488)
Net tax paid		(8,741)	(6,492)	(96)	(30)
Net cash generated from operating activities		95,492	48,429	23,084	4,767
Cash flows from investing activities					
Interest received		751	1,006	745	775
Dividend received		57	54	38,603	32,505
Proceeds from disposal of plant and equipment		273	19	-	-
Purchase of plant and equipment		(1,392)	(2,792)	(20)	(170)
Purchase of own shares		-	(7,705)	-	(7,705)
Net cash (used in)/generated from investing activities		(311)	(9,418)	39,328	25,405
Cash flows from financing activities					
Drawdown of borrowings		536	15,272	536	15,272
Repayment of hire purchase and finance lease payables		(909)	(970)	-	-
Payment of lease liabilities		(20,400)	(19,314)	(13,216)	(12,002)
Repayment of term loan		(9,000)	(9,000)	(9,000)	(9,000)
Dividend paid		-	(30,646)	-	(30,646)
Deposits with licensed banks with maturity of more than three months		(171)	(194)	(168)	(190)
Net cash used in financing activities		(29,944)	(44,852)	(21,848)	(36,566)
Net increase/(decrease) in cash and cash equivalents		65,237	(5,841)	40,564	(6,394)
Cash and cash equivalents at beginning of the year		47,721	53,562	14,133	20,527
Cash and cash equivalents at end of the year	25	112,958	47,721	54,697	14,133

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Corporate information

SEG International Bhd. ("SEGi" or "The Company") is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office and principal place of business of the Company is located at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan.

The principal activities of the Company are investment holding and provision of management consultancy services, property management, rental of premises, business advisory services, educational and training services. The principal activities of the subsidiaries are disclosed in Note 18.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 18 April 2022.

2. Summary of significant accounting policies

2.1 Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act 2016 in Malaysia.

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand ('000) except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except on 1 January 2021, the Group and the Company adopted the following amended MFRSs mandatory for annual financial periods beginning on or after 1 January 2021.

Description	Effective for annual periods beginning on or after
Amendments to MFRS 9, MFRS 139 MFRS 7, MFRS 4 and MFRS 16 Interest Rate Benchmark Reform-Phase 2	1 January 2021
Amendment to MFRS 16 Leases - Covid-19 Related Rent Concessions beyond 30 June 2021	1 April 2021

The adoption of these Amendments to MFRSs did not result in significant changes in the accounting policies of the Group and of the Company and had no significant effect on the financial performance or position of the Group and of the Company except for the adoption of Amendment to MFRS 16 Leases - Covid-19 Related Rent Concessions beyond 30 June 2021.

The Group has early adopted Amendments to MFRS 16 Leases - Covid-19 Related Rent Concessions beyond 30 June 2021 for the year ended 31 December 2021. The Group and the Company have recognised a total of RM1,652,000 and RM1,012,000 respectively of rent concessions as a result of the Covid-19 pandemic.

2. Summary of significant accounting policies (cont'd.)

2.2 Changes in accounting policies (cont'd.)

Accounting for property, plant and equipment

On 30 September 2021, the Group and the Company changed its accounting policy with respect to the subsequent measurement of freehold land and buildings which are presented within property, plant and equipment from a cost model, where an asset is carried at cost less accumulated depreciation and accumulated impairment losses to a revaluation model where an asset is carried at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The Group and the Company believe that subsequent measurement using a revaluation model provides more relevant information about the financial position and performance of these assets.

The Group and the Company applied the change in accounting policy prospectively as required in MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors, where there is no restatement of prior period for the carrying value and depreciation charge of the assets concerned. The Group's and the Company's freehold land and buildings were revalued as at 30 September 2021 by independent professional qualified valuer.

The effect from this change in accounting policy as at 31 December 2021 are as follows:

	Note	Increase/(decrease) Group RM'000	Company RM'000
Freehold land and buildings – valuation			
Freehold land and buildings	15	15,505	8,374
- accumulated depreciation			
Freehold land and buildings	15	(12,025)	(2,043)
- depreciation expenses	15	404	47
Asset revaluation surplus	32(e)	21,902	8,980
Retained profit	32(e)	106	22
Deferred tax liabilities	22	5,489	1,408
Taxation	12	(33)	(7)

2. Summary of significant accounting policies (cont'd.)

2.3 Standards issued but not yet effective

The standards and interpretations that are issued but not yet effective up to the date of issuance of the Group's and of the Company's financial statements are disclosed below. The Group and the Company intend to adopt these standards, if applicable, when they become effective.

Description	Effective for annual periods beginning on or after
Annual improvements to MFRS standards 2018 - 2020	1 January 2022
Amendments to MFRS 116 Property, Plant and Equipment — Proceeds before Intended Use	1 January 2022
Amendments to MFRS 3 — Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 137 — Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Amendments to MFRS 17 - Insurance Contracts	1 January 2023
Amendments to MFRS 17 - Initial Application of MRFS 17 and MFRS 9 - Comparative Information	1 January 2023
Amendments to MFRS 101 - Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101 - Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108 - Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to MFRS 10 and MFRS 128 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The above standards and interpretations do not have impact on the financial statements of the Group and the Company.

2.4 Subsidiaries and basis of consolidation

(a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is recognised in profit or loss.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The Group controls an investee if, and only if, the Group has:

(i) power over the investee (such as existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) exposure, or rights, to variable returns from its investment with the investee; and

(iii) the ability to use its power over the investee to affect its returns.

2. Summary of significant accounting policies (cont'd.)

2.4 Subsidiaries and basis of consolidation (cont'd.)

(b) Basis of consolidation (cont'd.)

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(i) the contractual arrangement(s) with the other vote holders of the investee;

(ii) rights arising from other contractual arrangements; and

(iii) the Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies to be in line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

2. Summary of significant accounting policies (cont'd.)

2.4 Subsidiaries and basis of consolidation (cont'd.)

(b) Basis of consolidation (cont'd.)

Business combinations and goodwill (cont'd.)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGU") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Goodwill and fair value adjustments arising on the acquisition of foreign operation on or after 1 January 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.7(c).

Goodwill and fair value adjustments which arose on acquisitions of foreign operation before 1 January 2006 are deemed to be assets and liabilities of the Company and are recorded in RM at the rates prevailing at the date of acquisition.

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2. Summary of significant accounting policies (cont'd.)

2.6 Current versus non-current classification

The Group presents assets and liabilities in statement of financial position based on current/non-current classification. An asset is current when it is:

(i) expected to be realised or intended to be sold or consumed in normal operating cycle;

(ii) held primarily for the purpose of trading;

(iii) expected to be realised within twelve months after the reporting period; or

(iv) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

(i) it is expected to be settled in normal operating cycle;

(ii) it is held primarily for the purpose of trading;

(iii) it is due to be settled within twelve months after the reporting period; or

(iv) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.7 Foreign currency

(a) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia (RM), which is also the Company's functional currency.

(b) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

2. Summary of significant accounting policies (cont'd.)

2.7 Foreign currency (cont'd.)

(b) Foreign currency transactions (cont'd.)

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Exchange differences arising on the translation of non-monetary items carried at fair value are treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit loss, respectively).

(c) Foreign operations

For consolidation purposes, all assets and liabilities of foreign operations are translated at prevailing exchange rate on reporting date. Income and expense items are translated at average exchange rate for the period. The exchange differences arising on the translation are taken directly to other comprehensive income. On disposal of a foreign operation, the cumulative amount recognised in other comprehensive income and accumulated in equity under foreign currency translation reserve relating to that particular foreign operation is recognised in the profit or loss.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date.

2.8 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Research and development costs

All research costs are recognised in the profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditures which do not meet these criteria are expensed off when incurred.

Development costs, considered to have finite useful lives, are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding ten years. Impairment is assessed whenever there is an indication of impairment and the amortisation period and method are also reviewed at least at each reporting date

2. Summary of significant accounting policies (cont'd.)

2.9 Property, plant and equipment

Effective prior to 30 September 2021

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group and the Company depreciate them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land has an infinite useful life and therefore is not depreciated. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets, at the following annual rates:

Buildings	2%
Computer hardware and software	15% - 33%
Fixtures, fittings and office equipment	10% - 20%
Library books and manuals	10% - 20%
Motor vehicles	20%

Capital work-in-progress are not depreciated as these assets are not yet available for use.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

Effective after 30 September 2021

Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group and the Company depreciate them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land and buildings are measured at fair value less any accumulated depreciation and impairment losses recognised after the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit and loss. A revaluation deficit is recognised in the statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus.

2. Summary of significant accounting policies (cont'd.)

2.9 Property, plant and equipment (cont'd.)

Effective after 30 September 2021 (cont'd.)

An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings.

Freehold land has an infinite useful life and therefore is not depreciated. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets, at the following annual rates:

Buildings	2%
Computer hardware and software	15% - 33%
Fixtures, fittings and office equipment	10% - 20%
Library books and manuals	10% - 20%
Motor vehicles	20%

Capital work-in-progress are not depreciated as these assets are not yet available for use.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

2.10 Investment properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measure at cost less accumulated depreciation and accumulated impairment losses. These investment properties are depreciated over the shorter of the residual lease period and estimated useful life. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.11.

Investment properties are derecognised when they have either been disposed of or when the investment property is permanently withdrawn from the use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the profit or loss in the year of retirement or disposal.

The residual values, useful lives and depreciation methods are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the investment properties.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment up to the date of change in use.

2. Summary of significant accounting policies (cont'd.)

2.11 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 December 2021 and also when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

2.12 Inventories

Inventories are valued at lower of cost and net realisable value.

Cost is determined using the weighted average method. Cost includes the cost of purchases and incidentals in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2. Summary of significant accounting policies (cont'd.)

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term deposits which have a maturity of three months or less, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's and of the Company's cash management.

2.14 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.15 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

(i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through profit or loss ("FVTPL") and fair value through other comprehensive income ("FVOCI").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under MFRS 15.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payment of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's and the Company's business model for managing financial assets refers to how they manage their financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(a) Financial assets (cont'd.)

(i) Initial recognition and measurement (cont'd.)

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, such as the date that the Group and the Company commit to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at FVOCI (debt instruments);
- Financial assets at FVOCI (equity instruments); and
- Financial assets at FVTPL.

Financial assets at amortised cost (debt instruments)

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial asset in order to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's and the Company's financial assets at amortised cost include trade and other receivables and deposits, cash and bank balances.

Financial assets at FVOCI (debt instruments)

The Group and the Company measure debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(a) Financial assets (cont'd.)

(ii) Subsequent measurement (cont'd.)

Financial assets at FVOCI (debt instruments) (cont'd.)

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

The Group's and the Company's debt instruments at FVOCI includes investments in quoted equity shares included under other non-current financial assets.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group and the Company can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under MFRS 132 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group and the Company benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

Unquoted shares in Malaysia is classified and measured as FVOCI. The Group and the Company elected to classify irrevocably its non-listed equity investments under this category as it intends to hold these investments for the foreseeable future. There was no impairment losses recognised in profit or loss for these investments in prior periods.

Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes investment security under other financial asset.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(a) Financial assets (cont'd.)

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (such as removed from the statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group and the Company have transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and the Company have transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When the Group and the Company have transferred their rights to receive cash flows from an asset or have entered into a 'pass-through' arrangement, they evaluate if and to what extent they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Group's and of the Company's continuing involvement in the asset. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables or as derivatives designated as hedging instruments in an effective hedge as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's and the Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(b) Financial liabilities (cont'd.)

(ii) Subsequent measurement

Loans and borrowings

After initial recognition, trade and other payables, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in profit or loss.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in statement of profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.16 Impairment of financial assets

The Group and the Company recognise an allowance for expected credit losses ("ECLs") for all debt instruments carried at amortised cost and FVOCI. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12- month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognise a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2. Summary of significant accounting policies (cont'd.)

2.16 Impairment of financial assets (cont'd.)

Other financial assets including investment securities, short-term deposits and cash and cash equivalents are placed with reputable financial institutions. The Group and the Company consider these counterparties have a low risk of default and a strong capacity to meet contractual cash flows, and are of low credit risk. The impairment provision is determined based on the 12-month ECL.

The Group and the Company consider a financial asset in default when contractual payments are 30 to 180 days past due. However, in certain cases, the Group and the Company may also consider a financial asset to be in default when internal or external information indicates that the Group and the Company are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group and the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.17 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

2.18 Employee benefits

(a) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group and of the Company. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(b) Defined contribution plans

The Group and the Company participate in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group and the Company make contributions to the Employees Provident Fund ("EPF") in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(c) Employee share option plans

The Company implemented its Long Term Incentive Plan ("LTIP") on 1 July 2014, which comprises of the Employees' Share Option Scheme ("ESOS") and Share Grant Plan ("SGP") for the eligible directors and employees of the Company and its subsidiaries. Employees of the Group and the Company receive remuneration in the form of share options as consideration for services rendered.

2. Summary of significant accounting policies (cont'd.)

2.18 Employee benefits (cont'd.)

(c) Employee share option plans (cont'd.)

Equity-settled transactions

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted using an appropriate valuation model. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share option reserve is transferred to retained profits upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

2.19 Leases

The Group and the Company assess at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As lessee

The Group and the Company apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group and the Company recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group and the Company recognise right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leasehold land	over the lease term of 779 years
Property	2 to 10 years
Plant and equipment	2 to 5 years

If ownership of the leased asset transfers to the Group and the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.11 impairment of non-financial assets.

2. Summary of significant accounting policies (cont'd.)

2.19 Leases (cont'd.)

(a) As lessee (cont'd.)

(ii) Lease liabilities

At the commencement date of the lease, the Group and the Company recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and the Company and payments of penalties for terminating the lease, if the lease term reflects the Group and the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group and the Company use their incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in financial liabilities in Note 36.

(iii) Short-term leases and leases of low-value assets

The Group and the Company apply the short-term lease recognition exemption to its short-term leases such as those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. The assessment of whether an underlying asset is of low value is performed on an absolute basis and is not affected by the size, nature or circumstances of the lessee. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(b) As lessor

Leases in which the Group and the Company do not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statements of comprehensive income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2. Summary of significant accounting policies (cont'd.)

2.20 Ordinary share capital and share issuance expenses

An equity instruments is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

2.21 Treasury shares

The Company's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference, between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Company and no dividends are allocated to them respectively.

2.22 Revenue from contracts with customers and other income

Revenue from contracts with customers is recognised when control of services or goods are transferred to the customer at an amount that reflects the consideration to which the Group and the Company expect to be entitled in exchange for those services or goods.

The Group and the Company satisfy a performance obligation and recognise revenue over time if the Group's and the Company's performance:

- do not create an asset with an alternative use to the Group and the Company and have an enforceable right to payment for performance completed to-date; or

- create or enhance an asset that the customer controls as the asset is created or enhanced; or

- provide benefits that the customer simultaneously receives and consumes as the Group and the Company perform.

For performance obligations where any one of the above conditions is not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from contracts with customers and other income are measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The followings describes the performance obligations in contracts with customers:

(a) Educational services

Educational services revenue comprise:

(i) Tuition fees

Tuition fees are recognised over a period of time when the services are rendered.

2. Summary of significant accounting policies (cont'd.)

2.22 Revenue from contracts with customers and other income (cont'd.)

(a) Educational services (cont'd.)

Educational services revenue comprise: (cont'd.)

(ii) Facility fees

The student's facility fees are recognised over a period of time when the services are rendered.

(iii) Administration fees

Administration fees from application services are recognised when the services are rendered at a point in time.

(b) Non-educational services

Non-educational services are recognised when the services are rendered at a point in time.

(c) Sale of eyecare and healthcare-related products

Sales are recognised net of returns and trade discount when the goods are rendered at a point in time.

(d) Management fees

Management fees are recognised when services are rendered.

(e) Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of comprehensive income due to its operating nature.

(f) Dividend income

Dividend income is recognised when the Group's and the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(g) Interest income

Interest income recognised on an accrual basis that reflects the effective yield of the asset.

Contract liabilities arising from revenue recognition

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group and the Company transfer the related goods or services. Contract liabilities are recognised as revenue when the Group and the Company perform under the contract such as transfers control of the related goods or services to the customer.

2. Summary of significant accounting policies (cont'd.)

2.22 Revenue from contracts with customers and other income (cont'd.)

Cost to obtain a contract

The Group pays agent commission to its agent for certain contracts that they obtain for number of students recruited. The Group applies the optional practical expedient to immediately expense costs to obtain a contract if the amortisation period of the asset that would have been recognised is one year or less. As such, sales commissions are immediately recognised as an expense.

2.23 Income taxes

(a) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group and the Company operate and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2. Summary of significant accounting policies (cont'd.)

2.23 Income taxes (cont'd.)

(b) Deferred tax (cont'd.)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

2.24 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

- (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2. Summary of significant accounting policies (cont'd.)

2.25 Segment reporting

Segment reporting in the financial statements are presented on the same basis as it is used by management internally for evaluating operating segment performance and in deciding how to allocate resources to operating segments. Operating segments are distinguishable components of the Group that engage in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance, and for which discrete financial information is available.

All transactions between operating segments are conducted based on mutually agreed allocation bases, with intra-segment revenue and costs being eliminated. Income and expenses directly associated with each segment are included in determining business segment performance.

2.26 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to fair value measurement is unobservable

2. Summary of significant accounting policies (cont'd.)

2.26 Fair value measurement (cont'd.)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group and the Company have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.27 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee. If the debtor fails to make payment relating to financial guarantee contract when it is due and the Company, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount initially recognised less cumulative amortisation.

2.28 Government grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant related to an asset, the fair value is recognised as deferred capital grant in the statement of financial position by deducting the grant in arriving at the carrying amount of assets when the asset is ready for its intended use. When the grant relates to an expense item, it is recognised in profit or loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy in Note 2.15(b).

3. Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Critical judgements made in applying accounting policies

There are no critical judgements made by management in the process of applying the Group's and the Company's accounting policies that have a significant effect on the amounts recognised in the financial statements.

3. Significant accounting judgements, estimates and assumptions (cont'd.)

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment of goodwill and investment in subsidiaries

(i) Goodwill

Goodwill represents the excess of the cost of business combination over the Group's share in the net fair value of the acquired subsidiary's identifiable assets, liabilities and contingent liabilities. Goodwill is measured at cost less accumulated impairment losses.

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value in use of the cash-generating units ("CGU") to which goodwill is allocated.

(ii) Investment in subsidiaries

The Company reviews its investment in subsidiaries when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant estimation is required in determining the recoverable amount.

When value in use calculation are undertaken, management must estimate the expected future cash flows from the asset and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details of goodwill and investment in subsidiaries are disclosed in Note 17(b) and Note 18 respectively.

Revaluation of freehold land and buildings within property, plant and equipment

The Group and the Company measure the freehold land and buildings which are presented within property, plant and equipment at revalued amounts, with changes in fair value being recognised in OCI. These assets were valued by reference to transactions involving assets of a similar nature, location and condition. The Group and the Company engaged an independent professional qualified valuer to assess the fair values as at 30 September 2021 and 31 December 2021 for these assets. The key assumptions used to determine the fair value of these assets are disclosed in Note 15.

4. Revenue

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Educational services rendered	221,882	203,265	-	-
Non-educational services rendered	369	230	731	732
Management fees	-	-	6,151	6,492
Rental income	98	155	16,009	17,758
Dividend income	57	54	38,603	32,505
Sale of eyecare and healthcare - related products	1,093	420	-	-
	223,499	204,124	61,494	57,487
Timing of revenue recognition				
Goods or services transferred				
- at a point in time	29,992	12,900	45,485	39,729
- over time	193,507	191,224	16,009	17,758
	223,499	204,124	61,494	57,487

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2021 is as follows:

Educational services rendered - Contract liabilities (Note 28)

	Group	
	2021 RM'000	2020 RM'000
Within one year	30,043	23,970
More than one year	1,134	1,164
	31,177	25,134

5. Cost of services

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Salaries and related expenses	50,558	49,440	-	-
Other direct costs	28,353	13,756	18,733	16,740
	78,911	63,196	18,733	16,740

Included in other direct costs are the followings:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Agent fee	22,316	9,093	-	-
Incentive to staff	1,021	793	-	-
Students' direct expenses	409	728	-	-
Sharing and royalty fees	1,325	1,186	-	-
Library, lab and workshop expenses	2,473	1,090	-	-
Management fees	-	-	4,002	3,184
Cost of goods sold	155	163	-	-
Depreciation of right-of-use-assets	-	-	14,731	13,556
Others	654	703	-	-
	28,353	13,756	18,733	16,740

6. Interest income

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Interest income from:				
Subsidiaries	-	-	1,577	1,540
Fixed deposits	751	1,006	703	775
	751	1,006	2,280	2,315

7. Other income

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Hostel related income		1,473	3,091	-	-
Student deposits forfeited		935	1,126	-	-
Gain on disposal of plant and equipment	9	101	13	-	-
Fair value gain on other financial assets		-	-	2	5
Accounting service fees from subsidiaries		-	-	1,680	1,440
Gain on derecognition of right-of-use assets	21	1,262	80	-	-
Covid-19 related rent concessions received	21	1,652	2,432	1,012	1,538
Reversal of impairment from amount due from subsidiaries	9	-	-	3,197	-
Government grants	7(a)	2,213	3	-	-
Others		1,875	2,229	28	700
		9,511	8,974	5,919	3,683

(a) Government grants

Government grants have been received for the subsidy on employees' salaries. There are no unfulfilled conditions or contingencies attached to these grants.

8. Finance costs

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Interest expense on:					
Lease liabilities	21(b)	6,744	7,197	4,391	4,920
Hire purchase liabilities	21(b)	47	102	-	-
Overdraft	26	23	523	23	523
Loans	26	629	1,045	629	1,045
Loans from subsidiary companies		-	-	176	335
		7,443	8,867	5,219	6,823

9. Profit before tax

The following amounts have been included in arriving at profit before tax:

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Auditors' remunerations:					
- current year					
- Ernst & Young PLT		350	354	130	120
- overseas member firms of Ernst & Young PLT		41	40	-	-
- other auditors		123	114	-	-
- under/(over) provision in prior years					
- Ernst & Young PLT		-	(4)	-	-
- other auditors		1	*	-	-
Non-audit fees for services rendered by:					
- Ernst & Young PLT		119	58	10	10
- other auditors		62	109	-	-
- under provision in prior years to Ernst & Young PLT		1	2	-	-
Employee benefits expense	10	82,812	81,485	764	962
Expense related to short-term leases in respect of:					
- premises		67	61	-	-
- hostels		33	2	-	-
- equipment		113	85	-	-
Foreign currency exchange (gain)/loss:					
- realised		(405)	(153)	131	10
- unrealised		(81)	46	-	-
Depreciation and amortisation of:					
- right-of-use assets	21(a)	23,371	22,357	14,731	13,556
- property, plant and equipment	15	9,014	10,538	207	158
- investment properties	16	94	166	-	-
- development costs	17	1	2	-	-
Gain on disposal of plant and equipment	7	(101)	(13)	-	-

* Less than RM1,000

9. Profit before tax (cont'd.)

The following amounts have been included in arriving at profit before tax: (cont'd.)

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Gain on derecognition of right-of-use assets	21	(1,262)	(80)	-	-
Impairment loss on investment in subsidiaries	18	-	-	2,204	960
Allowance for impairment loss on:					
- goodwill	17	311	-	-	-
- ECL on trade receivables	20(b)	775	1,518	-	-
Reversal of:					
- impairment from amounts due from subsidiaries	7	-	-	(3,197)	-
- allowance for ECL on trade receivables	20(b)	(172)	(454)	-	-
Write-off of:					
- amount due from a subsidiary	-	-	-	1,869	
- property, plant and equipment	15	247	8	-	-
- bad debts		3	502	-	-

10. Employee benefits expense

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Employee benefits expense:	9				
Salaries, wages, bonuses and allowances		70,832	71,808	581	492
Defined contribution plan		7,602	7,455	70	68
Social security contributions		862	939	2	2
Share-based payment expense		536	22	39	382
Other benefits		2,980	1,261	72	18
		82,812	81,485	764	962

Included in employee benefits expense of the Group and of the Company are executive directors' remuneration amounting to RM736,000 (2020: RM661,000) and RM736,000 (2020: RM661,000), respectively as further disclosed in Note 11.

11. Directors' remuneration

The details of remuneration received and receivable by directors of the Group and of the Company during the year are as follows:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Executive/non-executive:				
Salaries and other emoluments	666	547	666	547
Bonus	-	45	-	45
Defined contribution plan	70	69	70	69
Total executive/non-executive directors' remuneration excluding benefits-in-kind	736	661	736	661
Estimated money value of benefits-in-kind	43	56	43	56
Total executive/non-executive directors' remuneration including benefits-in-kind	779	717	779	717
Non-executive:				
Fees	266	266	266	266
Total directors' remuneration including benefits-in-kind	1,045	983	1,045	983

The number of directors of the Group and of the Company whose total remuneration during the years fell within the following bands is analysed below:

	Number of directors			
	Group		Company	
	2021	2020	2021	2020
Executive directors:				
Below RM50,001	-	1	-	1
RM100,001 – RM150,000	1	-	1	-
RM600,001 – RM650,000	1	-	1	-
RM650,001 – RM700,000	-	1	-	1
Non-executive directors:				
Below RM50,001	2	2	2	2
RM50,001 – RM100,000	4	4	4	4

12. Taxation

The major components of income tax for the years ended 31 December 2021 and 2020 are as follows:

		Group		Company	
	Note	**2021 RM'000**	**2020 RM'000**	**2021 RM'000**	**2020 RM'000**
Current income tax:					
Malaysia income tax		7,730	4,691	-	101
Foreign income tax		522	257	-	-
(Over)/under provision of Malaysian income tax in respect of prior years		(122)	615	-	(198)
		8,130	5,563	-	(97)
Deferred tax:	22				
Origination and reversal of temporary differences		(2,340)	2,084	(168)	200
Over/(under) provision in respect of prior years		232	(1,651)	340	(580)
		(2,108)	433	172	(380)
Income tax expense/(credit) recognised in profit or loss		6,022	5,996	172	(477)

Domestic current income tax is calculated at the Malaysia statutory tax rate of 24% (2020: 24%) of the estimated assessable profit for the year.

Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

12. Taxation (cont'd.)

The reconciliations between income tax and the product of accounting profits multiplied by the applicable corporate tax rate for the financial years ended 31 December 2021 and 2020 are as follows:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Profit before tax	52,263	45,172	36,860	32,785
Taxation at Malaysian statutory tax rate of 24% (2020: 24%)	12,543	10,841	8,846	7,868
Adjustments:				
Non-deductible expenses	1,688	1,499	13	432
Income not subject to tax	(2,018)	(3,520)	(9,265)	(7,802)
Deferred tax assets not recognised	349	4,645	245	959
Utilisation of previously unrecognised deferred tax assets	(1,055)	(4,446)	-	(1,156)
Utilisation of current year's allowance for increased export of service	(4,139)	(133)	-	-
Different tax rate of certain subsidiaries	(1,423)	(1,854)	-	-
Realisation of deferred tax on revaluation of freehold land and buildings	(33)	-	(7)	-
(Over)/under provision in respect of prior years:				
- current income tax	(122)	615	-	(198)
- deferred tax	232	(1,651)	340	(580)
Income tax expense/(credit) recognised in profit or loss	6,022	5,996	172	(477)

Tax savings during the financial years arising from:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Utilisation of current year tax losses	(295)	-	(294)	-
Utilisation of tax losses brought forward from previous years	(239)	(4,110)	-	(1,156)
	(534)	(4,110)	(294)	(1,156)

13. Earnings per share

(a) Basic

Basic earnings per share are calculated by dividing the Group's profit net of tax, attributable to equity holders of the Company of RM46,233,000 (2020: RM39,181,000) by the weighted average number of ordinary shares in issue during the financial year, net of treasury shares, of approximately 1,225,829,000 (2020: 1,231,385,000).

13. Earnings per share (cont'd.)

(b) Diluted

Diluted earnings per share are calculated by dividing profit net of tax, attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year 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.

The following reflect the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2021	**2020**
Profit attributable to equity holders of the Company (RM'000)	46,233	39,181
Weighted average number of ordinary shares ('000)	1,225,829	1,231,385
Effect of dilution ('000)		
- Shares Grant Plan ("SGP")	4,451	4,451
Weighted average number of ordinary shares for diluted earnings per share ('000)	1,230,280	1,235,836
Basic earnings per share (sen):		
Basic earnings per share for profit for the year, net of tax	3.77	3.18
Diluted earnings per share (sen):		
Diluted earnings per share for profit for the year, net of tax	3.76	3.17

No share options vested to employees under the existing employee share option scheme that have not been included in the calculation of diluted earnings per share because they are anti-dilutive.

14. Dividends

	Company	
	2021	**2020**
	RM'000	**RM'000**
Recognised during the financial year:		
In respect of the financial year ended 31 December 2020:		
Interim single tier dividend of RM0.025 per ordinary share paid on 25 November 2020	-	30,646

Subsequent to financial year end, dividends have been declared or recommended by the directors as disclosed in Note 39.

15. Property, plant and equipment

Group	Freehold land RM'000	Buildings RM'000	Computer hardware and software RM'000	Fixtures, fittings and office equipment RM'000	Library books and manuals RM'000	Motor vehicles RM'000	Capital work-in progress RM'000	Total RM'000
At 31 December 2021								
Cost or valuation								
At 1 January 2021	4,250	52,947	17,717	109,579	9,249	4,670	67	198,479
Additions	-	-	309	773	198	-	112	1,392
Revaluation adjustment (Note 32)	7,750	19,780	-	-	-	-	-	27,530
Transfer *	-	(12,025)	-	-	-	-	-	(12,025)
Reclassification	-	-	30	122	-	-	(152)	-
Disposals	-	-	(7)	-	-	(755)	-	(762)
Write-off (Note 9)	-	-	-	(247)	-	-	-	(247)
At 31 December 2021	12,000	60,702	18,049	110,227	9,447	3,915	27	214,367
Depreciation								
At 1 January 2021	-	11,231	16,668	83,250	8,495	3,900	-	123,544
Depreciation charge (Note 9)	-	1,198	637	6,597	330	252	-	9,014
Transfer *	-	(12,025)	-	-	-	-	-	(12,025)
Disposals	-	-	(6)	-	-	(584)	-	(590)
At 31 December 2021	-	404	17,299	89,847	8,825	3,568	-	119,943
Net book value	12,000	60,298	750	20,380	622	347	27	94,424
At 31 December 2020								
Cost								
At 1 January 2020	4,250	52,947	17,050	107,700	9,108	4,670	-	195,725
Additions	-	-	667	1,834	141	-	150	2,792
Reclassification	-	-	-	83	-	-	(83)	-
Disposals	-	-	-	(30)	-	-	-	(30)
Write-off (Note 9)	-	-	-	(8)	-	-	-	(8)
At 31 December 2020	4,250	52,947	17,717	109,579	9,249	4,670	67	198,479
Depreciation								
At 1 January 2020	-	10,173	15,631	75,795	8,077	3,352	-	113,028
Depreciation charge (Note 9)	-	1,058	1,037	7,477	418	548	-	10,538
Disposal	-	-	-	(22)	-	-	-	(22)
At 31 December 2020	-	11,231	16,668	83,250	8,495	3,900	-	123,544
Net book value	4,250	41,716	1,049	26,329	754	770	67	74,935

* This transfer relates to the accumulated depreciation as at the revaluation date that was eliminated against the gross carrying amount of the revalued asset.

15. Property, plant and equipment (cont'd.)

Company	Freehold land RM'000	Buildings RM'000	Computer hardware and software RM'000	Fixtures, fittings and office equipment RM'000	Motor vehicles RM'000	Total RM'000
At 31 December 2021						
Cost or valuation						
At 1 January 2021	4,250	3,877	843	351	441	9,762
Additions	-	-	10	10	-	20
Revaluation adjustment	7,750	2,667	-	-	-	10,417
Transfer *	-	(2,043)	-	-	-	(2,043)
At 31 December 2021	12,000	4,501	853	361	441	18,156
Depreciation						
At 1 January 2021	-	1,984	683	235	441	3,343
Depreciation charge (Note 9)	-	106	79	22	-	207
Transfer *	-	(2,043)	-	-	-	(2,043)
As at 31 December 2021	-	47	762	257	441	1,507
Net book value	12,000	4,454	91	104	-	16,649
At 31 December 2020						
Cost						
At 1 January 2020	4,250	3,877	686	338	441	9,592
Additions	-	-	157	13	-	170
At 31 December 2020	4,250	3,877	843	351	441	9,762
Depreciation						
At 1 January 2020	-	1,907	628	209	441	3,185
Depreciation charge (Note 9)	-	77	55	26	-	158
As at 31 December 2021	-	1,984	683	235	441	3,343
Net book value	4,250	1,893	160	116	-	6,419

* This transfer relates to the accumulated depreciation as at the revaluation date that was eliminated against the gross carrying amount of the revalued asset.

15. Property, plant and equipment (cont'd.)

(a) During the financial year, the Group acquired property, plant and equipment at aggregate cost of RM1,392,000 (2020: RM2,792,000) of which NIL (2020: NIL) were acquired by means of hire purchase.

Net carrying amounts of property, plant and equipment held under hire-purchase agreements are as follows:

	Group	
	2021 **RM'000**	**2020** **RM'000**
Fixtures, fittings and office equipment	1,669	1,935
Motor vehicles	267	562
	1,936	2,497

Details of the obligation under hire-purchase are disclosed in Note 21(b)(i).

(b) At the end of the financial year, the carrying amount of the freehold land and buildings of the Group and of the Company are pledged as security for banking facilities amounted to approximately RM63,665,000 (2020: RM40,902,000) and RM16,454,000 (2020: RM6,143,000) respectively.

(c) Key assumptions used in value in use calculations

The recoverable amount of the plant and equipment is determined based on value in use calculations using probability-based cash flow projections from financial forecasts with key assumptions approved by management covering a 5-year period (2020: 5-year period). The cash flow projections include management's different scenarios of possible recovery of students enrolments and cost-cutting measures.

Key assumptions used in value in use calculations are presented below:

(i) Pre-tax discount rate of 12% (2020: 12%).

(ii) Revenue annual growth rate of 1% to 25% (2020: 3% to 5%).

(iii) Terminal growth rate of 2% (2020: 1.3%) represents the growth rate applied to extrapolate post-tax cash flow beyond the five year financial budget period.

The impairment assessments performed by one of the subsidiaries is sensitive to changes to the assumptions below and any significant adverse movements in these assumptions could impact the results of the impairment test.

Discount rate: An increase in the pre-tax discount rate of 2% would result in an impairment of RM1,618,000 (2020: RM1,576,000).

Growth rate: The forecast long-term growth rate are based on published industry research and does not exceed the long-term average growth rate for the industry. A reduction to 1% in the long-term growth rate would result in an impairment of RM180,000 (2020: NIL).

15. Property, plant and equipment (cont'd.)

(d) Revaluation of freehold lands and buildings

Valuation techniques and inputs used in Level 3 fair value measurements

The fair values of the freehold land and buildings are determined by external, independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of property being valued.

Description of valuation techniques used and key inputs to valuation on freehold land and

Valuation technique	Significant observable inputs
Comparison Method of Valuation ("CMV")	Selling price per square foot ("psf") of comparable properties sold adjusted for location, accessibility, visibility or exposure, view, size and shape of property, planning provisions and title restrictions (if any).
Comparison and Cost Method of Valuation	The land is valued by reference to transactions of similar lands in the surrounding areas with appropriate adjustments made for differences in the relevant characteristics of the land. Completed buildings are valued by reference to the current estimates on construction costs to erect equivalent buildings, taking into consideration of similar buildings in terms of size, construction and finishes. Appropriate adjustments are then made for the factors of obsolescence and existing physical condition of the building.

(e) Reconciliation of carrying amount

If the freehold land and building were measured using cost model, the carrying amounts would be as follows:

	Group RM'000	Company RM'000
Cost	57,197	8,127
Accumulated depreciation	(12,292)	(2,062)
Net carrying amount as at 31 December 2021	44,905	6,065

16. Investment properties

Group

At cost	**Buildings RM'000**
At 1 January 2020	7,007
Depreciation charge (Note 9)	(166)
At 31 December 2020/1 January 2021	6,841
Depreciation charge (Note 9)	(94)
At 31 December 2021	6,747

The investment properties of the Group were appraised by the Directors based on a valuation performed by an independent professional qualified valuer on a comparison method of valuation, to be approximately RM7,000,000 (2020: RM7,000,000).

Valuation techniques and inputs used in Level 3 fair value measurements

The fair values of the investment properties is determined by external, independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of property being valued.

Description of valuation techniques used and key inputs to valuation on investment properties:

Valuation technique	**Significant observable inputs**
Comparison Method of Valuation ("CMV")	Selling price per square foot ("psf") of comparable properties sold adjusted for location, accessibility, visibility or exposure, view, size and shape of property, planning provisions and title restrictions (if any).

The investment properties are valued using CMV. The CMV entails analysing recent transaction and asking prices of similar properties in and around the locality for comparison purposes with adjustments made for differences in location, accessibility, tenure, title restriction (if any) and other relevant characteristics to arrive at the fair value.

17. Intangible assets

	Note	Goodwill RM'000	Development costs RM'000	Total RM'000
Group				
Cost				
At 31 December 2020/1 January 2021/31 December 2021		34,759	7,045	41,804
Accumulated amortisation				
At 1 January 2020		(7,238)	(7,042)	(14,280)
Amortisation	9	-	(2)	(2)
At 31 December 2020		(7,238)	(7,044)	(14,282)
Amortisation	9	-	(1)	(1)
At 31 December 2021		(7,238)	(7,045)	(14,283)
Accumulated impairment				
At 1 January 2020/31 December 2020/ 1 January 2021		-	-	-
Impairment		(311)	-	(311)
At 31 December 2021		(311)	-	(311)
Net carrying amount				
At 31 December 2020		27,521	1	27,522
At 31 December 2021		27,210	-	27,210

17. Intangible assets (cont'd.)

(a) Allocation of goodwill

The carrying amount of goodwill arising from the acquisition of the respective subsidiaries and allocated to the CGU is as follows:

	Group	
	2021 RM'000	2020 RM'000
SEGi University Sdn. Bhd.	10,316	10,316
SEGi College (Subang Jaya) Sdn. Bhd.	13,140	13,140
SEGi College (Sarawak) Sdn. Bhd.	3,312	3,312
Others (Note a(i))	442	753
	27,210	27,521

Note a(i)

Included in Others is a goodwill of RM311,000 that is allocated to a subsidiary that has ceased operations subsequent to year end. The Group has fully impaired the goodwill during the financial year based on fair value less costs of disposal.

(b) Key assumptions used in value in use calculations

The recoverable amounts of the remaining CGUs (i.e. other than as mentioned in Note a(i) above) are determined based on value in use calculations using probability-based cash flow projections from financial forecasts with key assumptions approved by the management covering a 5-year period (2020: 5-year period). The cash flow projections include management's different scenarios of possible recovery of student enrolments and cost-cutting measures.

The following are the key assumptions on which management has based its cash flow projections to undertake impairment testing of goodwill:

(i) There will be no material changes in the structure and principal activities of the Group, the budgeted gross profit margin is based on historical trend of gross margin for the CGU.

(ii) There will not be any adverse changes in the economic conditions or other abnormal factors, which will adversely affect the operations of the CGU.

(iii) Pre-tax discount rate of 12% (2020: 12%) is applied in determining the recoverable amount of the CGU. The discount rate was estimated based on the Group's existing weighted average cost of capital.

(iv) Forecast annual growth rates of 1% to 25% (2020: 3% to 42%) are applied to the five years cash flow projections.

(v) Terminal growth rate of 2% (2020: 1.3%) represents the growth rate applied to extrapolate post-tax cash flow beyond the five year financial budget period.

17. Intangible assets (cont'd.)

(b) Key assumptions used in value in use calculations (cont'd.)

The impairment assessments are sensitive to changes to these assumptions and any significant adverse movements in these assumptions could impact the results of the impairment test.

Discount rate: An increase in the pre-tax discount rate of 2% would result in an impairment of RM2,872,000 (2020: RM875,000) for SEGi College (Sarawak) Sdn. Bhd.

Growth rate: The forecast long-term growth rate are based on published industry research and does not exceed the long-term average growth rate for the industry. A reduction to 1% in the long-term growth rate would result in an impairment of RM751,000 (2020: NIL) for SEGi College (Sarawak) Sdn. Bhd.

(c) Development costs

Development costs refer to costs incurred in study materials developments. As explained in Note 2.8, the useful life of these costs is estimated to be not more than ten years.

The amortisation of development costs is included in the "Administrative expenses" line item in the statements of comprehensive income.

18. Investment in subsidiaries

	Company	
	2021	**2020**
	RM'000	**RM'000**
Unquoted shares at cost:		
At 1 January	88,241	88,601
Addition during the year	1,050	-
LTIP granted to employees of subsidiaries / over provision of LTIP granted to employees of subsidiaries	497	(360)
At 31 December	89,788	88,241
Accumulated impairment losses:		
At 1 January	(10,791)	(9,831)
Impairment loss for the year (Note 9)	(2,204)	(960)
At 31 December	(12,995)	(10,791)
	76,793	77,450

18. Investment in subsidiaries (cont'd.)

The details of the subsidiaries are as follows:

Name of Company	Effective equity interest 2021 %	2020 %	Principal activities
Incorporated in Malaysia:			
SEGi College (KL) Sdn. Bhd.*	100	100	Provision of professional, commercial and academic education
PDCE Resources Sdn. Bhd.**	100	100	Provision of professional, commercial and academic education
SEGi College (PG) Sdn. Bhd.*	100	100	Provision of professional, commercial and academic education
SEGi College (KD) Sdn. Bhd.*	100	100	Provision of professional, commercial and academic education
SMRC Learning Alliance Sdn. Bhd.**	100	100	Provision of educational and training services
SEG Equity Sdn. Bhd.**	100	100	Investment holding
SEG International Group Sdn. Bhd.**	100	100	Investment holding and provision of training and educational services
SEGi Campus Sdn. Bhd. (now known as SEGi Digital Sdn. Bhd.)**	100	100	Property investment and development
SEGi Holdings Sdn. Bhd.*	100	100	Investment holding and management consultancy
Summit Education Sdn. Bhd.**	98.63	98.63	Investment holding and management consultancy
Summit Early Childhood Edu-Care Sdn. Bhd.**	100	100	Provision of child education and related services
IAQ Accreditation Agency Sdn. Bhd. (formerly known as Agensi Pekerjaan Job Venture Sdn. Bhd.)**	100	100	Academic quality assurance, investment holding and education consultancy related businesses
PMDC Learning Alliance (EM) Sdn. Bhd.**	100	100	Provision of management consultancy services and investment holding
Held through subsidiaries:			
SEGi University Sdn. Bhd.*	100	100	Provision of professional, commercial and academic education
SEGi EyeCare Sdn. Bhd.**	100	100	Provision of eye care and optometry related services
SEGi Consultancy Sdn Bhd.**	100	100	Provision of educational and training services
SEGi College (Sarawak) Sdn. Bhd.**	100	100	Operation of an educational institution for further studies
SEGi HealthCare Sdn. Bhd.**	100	100	Provision of medical clinic and healthcare services
IFPA Resources Sdn. Bhd.**	100	100	Provision of financial planning and financial related courses

18. Investment in subsidiaries (cont'd.)

The details of the subsidiaries are as follows: (cont'd.)

Name of Company	Effective equity interest 2021 %	Effective equity interest 2020 %	Principal activities
Incorporated in Malaysia: (cont'd.)			
Held through subsidiaries: (cont'd.)			
SEGi Assets Sdn. Bhd.**	100	100	Property investment and property management
SEGi-IGS Sdn. Bhd.**	94	94	Provision of educational services
SEGi College (Subang Jaya) Sdn. Bhd.*	100	100	Operation of institute providing educational programmes
Summit Multimedia Education Sdn. Bhd.**	81.25	81.25	Provision of educational services
Binary Mark Sdn. Bhd.**	100	100	Property investment
SEGi Properties (M) Sdn. Bhd.**	100	100	Investment property holding
SEGi DentalCare Sdn. Bhd.**	100	100	Provision of dental care and training services
SEGi EduHub Sdn. Bhd.**	100	100	Property investment and development
Metromas Realtors Sdn. Bhd.*	100	100	Investment holding and property investment
Consortium Support Services Sdn. Bhd.**	100	100	Provision of hostels and transportation management
Milenium Optima Sdn. Bhd.**	100	100	Provision of solutions and e-community management system
Platinum Icon Sdn. Bhd.**	100	100	Development of software business solutions
Bumi Intuisi Sdn. Bhd.**	100	100	Software development and provision of total online training solution
Incorporated in Republic of Mauritius:			
Worldwide Accreditation Ltd.***	100	100	Provision of licensing and accreditation of educational programmes
Incorporated in Republic of China (Hong Kong):			
Darson Limited**	100	100	Provision of education and recruitment services and other related services
Karden Limited**	100	100	Provision of education and recruitment services

* Audited by Ernst & Young PLT, Malaysia.
** Audited by firms of chartered accountants other than Ernst & Young PLT.
*** Audited by member firm of Ernst & Young Global in the respective country.

18. Investment in subsidiaries (cont'd.)

Impairment loss on investment in subsidiaries

(a) Impairment assessment using fair value less costs of disposal

During the financial year, the Company has provided an impairment loss amounting to RM2,204,000 for its investments in dormant subsidiaries. The recoverable amount was based on the fair value costs of disposals.

(b) Impairment assessment using value in use

During the financial year, the Company carried out review of recoverable amounts of the investments determined based on value in use (i.e. other than as mentioned in Note (a) above) and the key assumptions used in calculating the recoverable amounts as described below. In the previous financial year, based on the key assumptions applied, the recoverable amount was estimated to be lower than the carrying amount and an impairment loss amounting to RM960,000 was recognised and included in other expenses in the profit or loss.

The value in use was calculated using cash flow projections based on financial budget approved by the Board of Directors covering a 5-year period (2020: 5-year period).

Key assumptions used in value in use calculations are presented below:

(i) Pre-tax discount rate of 12% (2020: 12%).

(ii) Revenue annual growth rate of -49% to 25% (2020: -21% to 25%).

(iii) Terminal growth rate of 2% (2020: 1.3%) represents the growth rate applied to extrapolate post-tax cash flow beyond the five year financial budget period.

The management believes that there are no reasonably possible change in any of the above key assumptions which would cause the carrying values of the investments to materially exceed their recoverable amounts.

19. Other investment

	Group	
	2021	**2020**
	RM'000	**RM'000**
Non current:		
Fair value through other comprehensive income		
Quoted equity investments in Malaysia	660	660

The Group designated its investments in quoted shares as equity instruments at fair value through other comprehensive income.

20. Receivables

		Group		Company	
	Note	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Non-current:					
Non-trade					
Deposits		4,873	4,390	-	-
Amounts due from subsidiaries	20(a)	-	-	28,062	22,536
		4,873	4,390	28,062	22,536
Current:					
Trade					
Trade receivables	20(b)	24,519	25,710	-	-
Less: Allowance for ECL		(3,903)	(3,300)	-	-
		20,616	22,410	-	-
Non-trade					
Other receivables, deposits and prepayments		4,963	8,727	469	550
Less: Write-off	9	(3)	(502)	-	-
		4,960	8,225	469	550
Amounts due from subsidiaries	20(a)	-	-	13,328	31,744
Total current trade and other receivables		25,576	30,635	13,797	32,294
Total trade and other receivables (non-current and current)		30,449	35,025	41,859	54,830
Add: Deposits, cash and bank balances	25	118,453	53,045	60,029	19,297
Less: Prepayments		(3,011)	(5,718)	(380)	(418)
Total financial assets carried at amortised cost		145,891	82,352	101,508	73,709

20. Receivables (cont'd.)

(a) Amounts due from subsidiaries

	Company 2021 RM'000	Company 2020 RM'000
Interest bearing	41,071	54,280
Non-interest bearing	319	-
	41,390	54,280

The amounts due from subsidiaries are non-trade in nature, unsecured and receivable on demand. The interest bearing portion bore an effective interest rate of 3.4% to 3.5% (2020: 1.75% to 3.5%) per annum.

Amounts due from subsidiaries that are impaired

The Company applies the simplified approach whereby allowance for impairment are measured at lifetime ECL. Movement in allowance for ECL:

	Company Individually impaired 2021 RM'000	Company Individually impaired 2020 RM'000
Other receivables - nominal amounts	5,100	8,297
Less: Allowance for ECL	(5,100)	(8,297)
	-	-

Movement in allowance for ECL:

	Company 2021 RM'000	Company 2020 RM'000
At 1 January	8,297	8,297
Less: Reversal of impairment (Note 7)	(3,197)	-
31 December	5,100	8,297

Amounts due from subsidiaries that are individually determined to be impaired at the reporting date relate to subsidiaries that are in significant financial difficulties and have defaulted on payments. These amounts due from subsidiaries are not secured by any collateral or credit enhancements.

20. Receivables (cont'd.)

(b) Trade receivables

The normal trade credit terms granted by the Group ranged from 30 to 180 days (2020: 30 to 180 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition. Other credit terms are assessed and approved on a case-by-case basis. The Group recognises a loss allowance based on lifetime ECL at each reporting date.

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2021 RM'000	2020 RM'000
Neither past due nor impaired	20,616	22,410
Impaired	3,903	3,300
	24,519	25,710

Trade receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group. Most of the Group's trade receivables arise from students under the Perbadanan Tabung Pendidikan Tinggi Nasional ("PTPTN") loan scheme.

None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

Trade receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance for ECL used to record the impairment are as follows:

Movement in allowance for ECL:

		Group	
	Note	2021 RM'000	2020 RM'000
At 1 January		3,300	2,236
Allowance for the year	9	775	1,518
Reversal for the year	9	(172)	(454)
At 31 December		3,903	3,300

Certain trade receivables are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

21. Right-of-use assets and lease liabilities

Group and Company as a lessee

The Group and the Company have lease contracts for various items of property and equipment used in its operations. Leases of property generally have lease terms between 2 to 10 years, while plant and equipment generally have lease terms of 2 to 5 years. The Group's and the Company's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group and the Company also have certain leases of property and equipment with lease terms of 12 months or less and with low value. The Group applies the 'short-term lease' recognition and 'lease of low-value assets' recognition exemptions for these leases.

(a) Right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

		Group			Company
	Note	Property RM'000	Leasehold land and others RM'000	Total RM'000	Property RM'000
At 1 January 2020		117,630	5,226	122,856	92,228
Additions		30,870	63	30,933	-
Derecognition	7	(800)	-	(800)	-
Depreciation charge	9	(22,221)	(136)	(22,357)	(13,556)
At 31 December 2020		125,479	5,153	130,632	78,672
Additions		19,098	-	19,098	8,391
Derecognition	7	(7,450)	-	(7,450)	-
Depreciation charge	9	(23,234)	(137)	(23,371)	(14,731)
At 31 December 2021		113,893	5,016	118,909	72,332

The leases of properties are mainly used for the Group's education operations and as offices.

21. Right-of-use assets and lease liabilities (cont'd.)

(b) Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the year:

		Group			Company
	Note	Property and others RM'000	Hire purchase RM'000	Total RM'000	Property leases RM'000
At 1 January 2020		130,946	2,282	133,228	98,797
Additions		30,933	-	30,933	-
Derecognition	7	(880)	-	(880)	-
Interest expense	8	7,197	102	7,299	4,920
Covid-19 related rent concessions received	7	(2,432)	-	(2,432)	(1,538)
Payments of leases		(26,511)	(1,072)	(27,583)	(16,922)
At 31 December 2020		139,253	1,312	140,565	85,257
Additions		19,098	-	19,098	8,392
Derecognition	7	(8,712)	-	(8,712)	-
Interest expense	8	6,744	47	6,791	4,391
Covid-19 related rent concessions received	7	(1,652)	-	(1,652)	(1,012)
Payments of leases		(27,144)	(956)	(28,100)	(17,607)
At 31 December 2021		127,587	403	127,990	79,421

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Current	22,639	19,738	14,919	11,497
Non-current	105,351	120,827	64,502	73,760
	127,990	140,565	79,421	85,257

The lease liabilities at the end of the reporting period bore a weighted average incremental borrowing rate of 3.6% (2020: 4.55%).

The maturity analysis of lease liabilities are disclosed in Note 36.

21. Right-of-use assets and lease liabilities (cont'd.)

(b) Lease liabilities

The following are the amounts recognised in profit or loss:

		Group		Company	
		2021	2020	2021	2020
	Note	RM'000	RM'000	RM'000	RM'000
Depreciation expense of right-of-use assets	9	23,371	22,357	14,731	13,556
Interest expense on lease liabilities	8	6,744	7,197	4,391	4,920
Covid-19 related rent concessions received	7	(1,652)	(2,432)	(1,012)	(1,538)
Derecognition	7	(1,262)	(80)	-	-
Total amount recognised in profit or loss		27,201	27,042	18,110	16,938

(i) Hire purchase liabilities

	Group	
	2021	2020
	RM'000	RM'000
Minimum lease payments:		
- repayable within 1 year	341	918
- repayable between 1 year to 5 years	72	455
	413	1,373
Less: Future finance charges	(10)	(61)
Present value	403	1,312

The net hire purchase liabilities are repayable as follows:

	Group	
	2021	2020
	RM'000	RM'000
Non-current:		
- repayable between 1 year to 5 years	70	444
Current:		
- not later than 1 year	333	868
	403	1,312

The hire purchase liabilities at the end of the reporting period bore effective interest rates ranging from 4.56% to 8.79% (2020: 4.56% to 8.79%) per annum.

21. Right-of-use assets and lease liabilities (cont'd.)

A reconciliation of lease liabilities arising from financing activities is as follows:

Group	As at 1 January 2021 RM'000	Additions RM'000	Repayments RM'000	Covid-19 related rent concessions RM'000	Unwinding of interest RM'000	Derecognition RM'000	Other RM'000	As at 31 December 2021 RM'000
Hire purchase liabilities:								
Non-current	444	-	-	-	-	-	(374)	70
Current	868	-	(956)	-	47	-	374	333
	1,312	-	(956)	-	47	-	-	403
Property and others:								
Non-current	120,383	10,143	-	-	-	-	(25,245)	105,281
Current	18,870	8,955	(27,144)	(1,652)	6,744	(8,712)	25,245	22,306
	139,253	19,098	(27,144)	(1,652)	6,744	(8,712)	-	127,587
Total lease liabilities from financing activities	140,565	19,098	(28,100)	(1,652)	6,791	(8,712)	-	127,990

Group	As at 1 January 2020 RM'000	Additions RM'000	Repayments RM'000	Covid-19 related rent concessions RM'000	Unwinding of interest RM'000	Derecognition RM'000	Other RM'000	As at 31 December 2020 RM'000
Hire purchase liabilities:								
Non-current	1,312	-	-	-	-	-	(868)	444
Current	970	-	(1,072)	-	102	-	868	868
	2,282	-	(1,072)	-	102	-	-	1,312
Property and others:								
Non-current	108,633	30,060	-	-	-	(880)	(17,430)	120,383
Current	22,313	873	(26,511)	(2,432)	7,197	-	17,430	18,870
	130,946	30,933	(26,511)	(2,432)	7,197	(880)	-	139,253
Total lease liabilities from financing activities	133,228	30,933	(27,583)	(2,432)	7,299	(880)	-	140,565

21. Right-of-use assets and lease liabilities (cont'd.)

A reconciliation of lease liabilities arising from financing activities is as follows: (cont'd.)

Company	As at 1 January RM'000	Additions RM'000	Covid-19 related rent concessions RM'000	Repayments RM'000	Unwinding of interest RM'000	Other RM'000	As at 31 December RM'000
2021							
Lease liabilities:							
Non-current	73,760	5,661	-	-	-	(14,919)	64,502
Current	11,497	2,731	(1,012)	(17,607)	4,391	14,919	14,919
Total lease liabilities from financing activities	85,257	8,392	(1,012)	(17,607)	4,391	-	79,421
2020							
Lease liabilities:							
Non-current	85,257	-	-	-	-	(11,497)	73,760
Current	13,540	-	(1,538)	(16,922)	4,920	11,497	11,497
Total lease liabilities from financing activities	98,797	-	(1,538)	(16,922)	4,920	-	85,257

22. Deferred tax assets/(liabilities)

Deferred tax as at 31 December relates to the following:

Group	As at 1 January 2020 RM'000	Recognised in profit or loss RM'000	As at 31 December 2020 RM'000	Recognised in profit or loss RM'000	Recognised in OCI RM'000	As at 31 December 2021 RM'000
Deferred tax assets						
Unabsorbed capital allowances	1,167	(296)	871	(296)	-	575
Unused tax losses	718	(707)	11	35	-	46
Other temporary differences	5,637	655	6,292	2,026	-	8,318
	7,522	(348)	7,174	1,765	-	8,939

22. Deferred tax assets/(liabilities) (cont'd.)

Deferred tax as at 31 December relates to the following:

Group	As at 1 January 2020 RM'000	Recognised in profit or loss RM'000	As at 31 December 2020 RM'000	Recognised in profit or loss RM'000	Recognised in OCI RM'000	As at 31 December 2021 RM'000
Deferred tax liabilities						
Revaluation of freehold land and buildings	-	-	-	33	(5,522)	(5,489)
Property, plant and equipment	(1,253)	(85)	(1,338)	310	-	(1,028)
	(1,253)	(85)	(1,338)	343	(5,522)	(6,517)
Company						
Deferred tax assets						
Unabsorbed capital allowances	1,167	(471)	696	(326)	-	370
Unused tax losses	709	(709)	-	-	-	-
Other temporary differences	-	1,579	1,579	128	-	1,707
	1,876	399	2,275	(198)	-	2,077
Deferred tax liabilities						
Revaluation of freehold land and buildings	-	-	-	7	(1,415)	(1,408)
Property, plant and equipment	(304)	(19)	(323)	19	-	(304)
	(304)	(19)	(323)	26	(1,415)	(1,712)

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Presented after appropriate offsetting as follows:				
Deferred tax assets	7,226	6,860	365	1,952
Deferred tax liability	(4,804)	(1,024)	-	-
	2,422	5,836	365	1,952

22. Deferred tax assets/(liabilities) (cont'd.)

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Unused tax losses	47,984	47,319	4,985	3,963
Unabsorbed capital allowances	5,866	4,185	-	-
Unutilised tax credit	1,085	1,034	-	-
Other deductible temporary differences	5,626	5,081	-	-
	60,561	57,619	4,985	3,963

The above deferred tax assets have not been recognised due to uncertainty of its recoverability.

The unabsorbed capital allowances of the Group are available indefinitely for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial changes in shareholdings of those entities under the Income Tax Act 1967 and guidelines issued by the tax authority.

On the other hand, the Malaysia Finance Act gazetted on 27 December 2018 has imposed a time limitation to restrict the carry forward of the unused tax losses for Malaysian entities. Based on the latest Malaysian Finance Act gazetted on 31 December 2021, the time limit for the carry forward of the unused tax losses has been extended from 7 years to 10 years.

As a result of this change, the unused tax losses accumulated up to the year of assessment 2018 are allowed to be carried forward for 10 consecutive years of assessment (i.e. from years of assessment 2019 to 2028) and any balance of the unused tax losses thereafter shall be disregarded.

However, for any unused tax losses that originated from the year of assessment 2019 onwards, these are allowed to be carried forward for a maximum period of 10 consecutive years of assessment immediately following that originating year of assessment and any balance of the unused tax losses thereafter shall be disregarded.

22. Deferred tax assets/(liabilities) (cont'd.)

The following table shows the accumulated unutilised tax losses from the previous and current year of the Group and of the Company in Malaysia:

	Group		Company	
	2021	**2020**	**2021**	**2020**
Unutilised tax losses				
Expire by 31 December 2028	39,838	41,701	3,689	3,689
Expire by 31 December 2029	3,674	3,718	274	274
Expire by 31 December 2030	2,773	1,900	-	-
Expire by 31 December 2031	1,699	-	1,022	-
	47,984	47,319	4,985	3,963

23. Inventories

	Group	
	2021 **RM'000**	**2020** **RM'000**
At lower of cost and net realisable value		
Eyecare and health related products	86	85

Inventories represent eyecare and healthcare products for sale stated at lower of cost and net realisable value.

During the financial year, the amount of inventories recognised as an expense in cost of sales of the Group was RM155,000 (2020: RM163,000).

24. Other financial asset

	Group/Company	
	2021 **RM'000**	**2020** **RM'000**
Current:		
Fair value through profit or loss		
Investment securities	280	278

Investment securities represent investment in mutual fund.

25. Deposits, cash and bank balances

		Group		Company	
	Note	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Short-term deposits with financial institutions		43,324	10,034	43,324	10,034
Cash and bank balances	25(a)	69,634	37,687	11,373	4,099
Fixed deposits with licensed banks	25(b)	5,495	5,324	5,332	5,164
		118,453	53,045	60,029	19,297

(a) At reporting date, bank balance of the Group and of the Company, RM33,238,607 (2020: RM21,363,946) and RM8,804,487 (2020: RM1,530,823), respectively are placed under an Automated Sweep Agreement ("Automated Sweep") with licensed banks. The overnight placement of the funds following the Automated Sweep, bears an average interest at 1.4% (2020: 1.4%) per annum.

(b) Fixed deposits with licensed banks of the Group and of the Company amounting to RM5,495,000 (2020: RM5,324,000) and RM5,332,000 (2020: RM5,164,000) respectively are pledged for bank guarantee facilities.

The weighted average effective interest rates ("WAEIR") as at the reporting date and the remaining maturities of the Group's and of the Company's deposits with licensed banks and licensed financial institutions are as follows:

	Group		Company	
	2021	2020	2021	2020
WAEIR (%)	1.83	2.69	1.84	2.72
Average maturities (Months)	1 - 8	1 - 8	1 - 8	1 - 8

For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the reporting date:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Deposits, cash and bank balances	118,453	53,045	60,029	19,297
Less:				
Deposits with licensed banks with maturity of more than three months	(5,495)	(5,324)	(5,332)	(5,164)
Total cash and cash equivalents	112,958	47,721	54,697	14,133

26. Borrowings

	Note	Group/Company 2021 RM'000	2020 RM'000
Non-current:			
Secured			
Loan	26(a)	-	7,250
Current:			
Secured			
Overdraft		6,308	5,772
Loan	26(a)	7,250	9,000
		13,558	14,772
Unsecured			
Loan	26(a)	9,500	9,500
		23,058	24,272
		23,058	31,522

(a) Loans

	Group/Company 2021 RM'000	2020 RM'000
Non-current:		
Secured		
- repayable between 1 year to 2 years	-	7,250
Current:		
Unsecured		
- repayable within 1 year	9,500	9,500
Secured		
- repayable within 1 year	7,250	9,000
	16,750	18,500
	16,750	25,750

During the current financial year, the term loan and revolving credit bore a weighted average effective interest rate of 5.33% (2020: 5.48%) per annum and 2.53% (2020: 2.32%) per annum respectively.

The term loans are secured by the legal mortgage of certain buildings of the Group as disclosed in the Note 15.

26. Borrowings (cont'd.)

A reconciliation of liabilities arising from financing activities is as follows:

	As at 1 January RM'000	Additions RM'000	Repayments RM'000	Interest expense RM'000	Other RM'000	As at 31 December RM'000
Group and Company						
2021						
Loans:						
Non-current	7,250	-	-	-	(7,250)	-
Current	18,500	-	(9,629)	629	7,250	16,750
Overdraft:						
Current	5,772	536	(23)	23	-	6,308
Total borrowings from financing activities	31,522	536	(9,652)	652	-	23,058
2020						
Loans:						
Non-current	16,250	-	-	-	(9,000)	7,250
Current	9,000	9,500	(10,045)	1,045	9,000	18,500
Overdraft:						
Current	-	5,772	(523)	523	-	5,772
Total borrowings from financing activities	25,250	15,272	(10,568)	1,568	-	31,522

27. Payables

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Non-current:					
Non-trade					
Deposits		2,007	2,034	1,117	1,689
Current:					
Trade					
Trade payables	27(a)	346	29	-	-
Non-trade					
Other payables and accruals		57,091	45,686	2,573	1,693
Amounts due to subsidiaries	27(b)	-	-	8,144	10,873
		57,091	45,686	10,717	12,566
		57,437	45,715	10,717	12,566
Total trade and other payables (current and non-current)		59,444	47,749	11,834	14,255
Add: Borrowings	26	23,058	31,522	23,058	31,522
Add: Lease liabilities	21(b)	127,990	140,565	79,421	85,257
Total financial liabilities carried at amortised cost		210,492	219,836	114,313	131,034

(a) Trade payables

The normal trade credit terms granted to the Group ranged from 30 to 90 days (2020: 30 to 90 days).

(b) Amounts due to subsidiaries

The amounts due to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand. The foreign currency exposure profile of the amounts due to the subsidiaries of the Company at the end of the reporting period is as follow:

	Company 2021 RM'000	Company 2020 RM'000
United States Dollar ("USD")	143	4,709

28. Contract liabilities

	Group	
	2021 RM'000	2020 RM'000
At 1 January	25,134	30,993
Deferred during the year	188,579	174,633
Recognised as revenue during the year	(182,536)	(180,492)
At 31 December	31,177	25,134
Fees received in advance		
Current	30,043	23,970
Non-current	1,134	1,164
	31,177	25,134

29. Provisions

	Group	
	2021 RM'000	2020 RM'000
At January	442	619
Provisions during the year	88	-
Utilised during the year	(4)	(177)
At 31 December	526	442
Provisions		
Current	120	-
Non-current	406	442
	526	442

Included in the provisions are provision for the estimated costs of dismantlement, removal or restoration of property, plant and equipment arising from the use of such assets, which are capitalised and included in right-of-use assets.

30. Share capital

	Group/Company			
	2021 '000	2020 '000	2021 RM'000	2020 RM'000
Issued and fully paid-up				
Ordinary shares				
At 1 January/31 December	1,264,563	1,264,563	147,707	147,707

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

31. Treasury shares

The Company purchased its issued ordinary shares in the open market under the share buy- back programme. Details are as follows:

	No of shares	Cost of shares RM'000
1 January 2020	26,048,600	37,486
Additions during the year	12,685,800	7,705
At 31 December 2020/1 January 2021 31 December 2021	38,734,400	45,191

The share buy-back programme was financed by internally generated funds. The shares purchased were retained as treasury shares in accordance with Section 127(4)(b) of the Companies Act 2016 and presented as a deduction from shareholders' equity.

32. Reserves

		Group		Company	
		2021	2020	2021	2020
	Note	RM'000	RM'000	RM'000	RM'000
Retained profits/ (accumulated losses)	32(a)	33,937	(12,402)	39,995	3,285
Fair value reserve of financial assets at FVOCI	32(b)	5	-	-	-
Exchange translation reserve	32(c)	12	193	-	-
Share-based payment reserve	32(d)	2,527	1,991	2,527	1,991
Asset revaluation surplus	32(e)	21,902	-	8,980	-
		58,383	(10,218)	51,502	5,276

(a) Retained profits

The Company may distribute dividends out of its entire retained profits as at 31 December 2021 and 31 December 2020 under the single tier system.

(b) Fair value reserve of financial assets at FVOCI

The fair value reserve of financial assets at FVOCI represents the cumulative fair value changes, net of tax, of debt instruments at FVOCI until they are disposed of or impaired.

(c) Exchange translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(d) Share-based payment reserve

Share-based payment reserve represents the equity-settled share options granted (refer definition of grant date below) to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options and is reduced upon the expiry or exercise of the share options.

According to MFRS 2, a grant date is the date at which the entity and another party (including an employee) agree to a share-based payment arrangement, being when the entity and the counterparty have a shared understanding of the terms and conditions of the arrangement. At the grant date the entity confers on the counterparty the right to equity instruments of the entity, provided the specified vesting conditions, if any, are met. If that agreement is subject to an approval process (for example, by shareholders), grant date is the date when approval is obtained. Hence, under the MFRS 2, an option is granted upon share option contract being entered, regardless whether at the material time the option has yet vested on the employee.

32. Reserves (cont'd.)

(d) Share-based payment reserve (cont'd.)

The movements in share-based payment reserve of the Group and of the Company are as follows:

	Group/Company RM'000
At 1 January 2020	1,969
Share-based payment expense during the year	524
Over provision of share-based payment expense in prior years	(502)
At 31 December 2020	1,991
Share-based payment expense during the year	628
Over provision of share-based payment expense in prior years	(92)
At 31 December 2021	2,527

(i) The main features of the Company's Employee Share Option Scheme ("ESOS") are outlined below:

- The maximum number of new ordinary shares in the Company which may be issued upon the exercise of the ESOS shall not exceed 15% of the issued and paid-up share capital (excluding treasury shares, if any) of the Company at any point of time throughout the duration of the ESOS.

- Full-time executives of the Group and executive directors of the Company in employment with the Company and its subsidiary companies which are not dormant shall be eligible to participate in the ESOS.

- The maximum number of options that may be offered to an Eligible Person shall be determined at the discretion of the Long Term Incentive Plan ("LTIP") Committee after taking into consideration, amongst others and where relevant, the performance, contribution, employment grade, seniority and length of service of the Eligible Person, subject to the following:

    - The executive directors and senior management do not participate in the deliberation or discussion of their own allocation;

    - The allocation to an Eligible Person, who either individually or collectively, through persons connected to the Eligible Person, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any), must not exceed 10% of the new shares available under the LTIP; and

    - Not more than 60% of the new shares available under the LTIP shall be allocated in aggregate to the executive directors and senior management of the Company and its subsidiaries.

32. Reserves (cont'd.)

(d) Share-based payment reserve (cont'd.)

(i) The main features of the Company's Employee Share Option Scheme ("ESOS") are outlined below: (cont'd.)

The option price shall be the five-day weighted average market price of the Company's shares immediately preceding the date of the offer, with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time at the LTIP Committee's discretion or the par value of the shares of the Company, whichever is the higher.

The ESOS shall be in force for a period of 10 years from the effective date (1 July 2014) for the implementation of the ESOS.

Details of the ESOS options granted in accordance to MFRS 2 are as follows:

As at 31 December 2021, the Company has an allocation of 14 million (2020: 16 million) ESOS options that are made available to eligible employees of the Group. The vesting of these allocations to the employees are subject to certain vesting conditions and the sole discretion of the LTIP Committee.

The following table illustrates the movements in the allocations of share options during the financial year:

	ESOS option allocations and grant	
	2021 '000	**2020 '000**
At 1 January	15,563	21,929
Forfeited during the year	(1,126)	(6,366)
At 31 December	14,437	15,563

The expected life of the option is based on historical date and is not necessarily indicative of exercise pattern that may occur. The expected volatility reflects the assumptions that the historical volatility is indicative of future trends which may also not necessarily be the actual outcome.

32. Reserves (cont'd.)

(d) Share-based payment reserve (cont'd.)

(ii) Shares Grant Plan ("SGP")

SGP is intended to allow the Company to award the Performance Share Plan ("PSP") Grant to selected Eligible Persons of the Company and its subsidiaries. The PSP Grant is an annual grant to incentivise the Eligible Persons towards the attainment of the long-term success and growth of the Company and its subsidiaries.

Upon acceptance of the PSP Grant by the selected Eligible Persons, the Eligible Person will be entitled to participate in the SGP where shares may be vested with the PSP Grantees at no cost over a period of up to 10 years upon fulfilment of vesting conditions, whereby the selected Eligible Persons will be assessed based on, amongst others, individual performance and the fulfilment of yearly performance targets and/or criteria set and the overall financial performance of the Group, in accordance with the terms and conditions stipulated and determined by the LTIP Committee at its discretion. The vesting of the PSP Grant is at the LTIP Committee's sole discretion.

The LTIP Committee may in its absolute discretion decide that the ordinary share in the Company ("SEGi Shares") to be awarded to the selected Eligible Persons be satisfied by the following methods:

- Issuance of new SEGi Shares;
- Acquisition of existing SEGi Shares from the Main Market of Bursa Securities;
- Any other methods as may be permitted by the Companies Act 2016, as amended from time to time and any re-enactment thereof; or
- A combination of any of the above.

The following table illustrates the movements in PSP Grant allocation during the financial year:

	PSP Grant allocations and grant	
	2021 '000	**2020 '000**
At 1 January	4,451	3,545
Granted in accordance to MFRS 2	-	1,488
Forfeited during the year	-	(582)
At 31 December	4,451	4,451

32. Reserves (cont'd.)

(e) Asset revaluation surplus

	Group RM'000	Company RM'000
2021		
Revaluation of freehold land and buildings	27,530	10,417
Deferred tax impact on revaluation of freehold land and buildings	(5,522)	(1,415)
Revaluation of freehold land and buildings, net of tax	22,008	9,002
Depreciation transfer for buildings to retained profits	(139)	(29)
Deferred tax impact transfer on revaluation of freehold land and buildings	33	7
	21,902	8,980

33. Commitments and contingencies

Guarantees

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Secured:				
Bank guarantees	25	25	-	-
Unsecured:				
Bank guarantees	16,575	26,720	14,355	26,672
	16,600	26,745	14,355	26,672

Bank guarantees are secured by fixed deposits with licensed banks as disclosed in Note 25.

34. Related party disclosures

Significant related party transactions

Other than those disclosed elsewhere in the financial statements, the Company also carried out the following transactions with the related parties during the financial year:

	Note	Company 2021 RM'000	Company 2020 RM'000
(Income)/expenses			
Sale of services to subsidiaries:			
- management fee	4	(6,151)	(6,492)
- maintenance fee		(552)	(552)
- rental of premises	4	(16,009)	(17,758)
- service charge		(180)	(180)
- accounting fee	7	(1,680)	(1,440)
Interest income from subsidiaries	6	(1,577)	(1,540)
Interest expense from subsidiaries	8	176	335
Dividend income from subsidiaries	4	(38,603)	(32,505)
Acquisition of services from subsidiaries:			
- accreditation fee		8,017	8,971
- maintenance fee		1,096	1,096
- management fee	5	4,002	3,184

Information regarding outstanding balances arising from related party transactions as at 31 December 2021 and 31 December 2020 are disclosed in Note 20(a) and Note 27(b).

The directors of the Company are of the opinion that the above transactions are entered into in the normal course of business and based on negotiated and mutually agreed terms.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel includes all the Directors of the Group, and certain members of senior management of the Group.

34. Related party disclosures (cont'd.)

Significant related party transactions (cont'd.)

Compensation of key management personnel:

	Group		Company	
	2021 RM'000	**2020 RM'000**	**2021 RM'000**	**2020 RM'000**
Directors of the Company:				
- fee	266	266	266	266
- remuneration	709	648	709	648
- defined contribution plan	70	69	70	69
	1,045	983	1,045	983
Other key management personnel:				
- salary and other short-term employee benefits	1,454	1,308	410	435
- defined contribution plan	175	157	49	52
	1,629	1,465	459	487
Total	2,674	2,448	1,504	1,470

35. Fair value of financial instruments

(a) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	Note
Receivables (non-current and current)	20
Deposits, cash and bank balances	25
Borrowings (non-current and current)	26
Payables (non-current and current)	27

35. Fair value of financial instruments

(b) Fair value measurements

The following methods and assumptions are used to estimate the fair values of the following classes of financial instruments:

(i) Deposits, cash and bank balances, receivables, payables and borrowings

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

The carrying amounts of the loans and borrowings are reasonable approximations of fair values due to the insignificant impact of discounting.

(ii) Quoted investments

The fair value of quoted investments is determined by reference to stock exchange quoted market bid prices at the close of the business at the reporting date.

(iii) Amounts due from/(to) subsidiaries

The Company does not anticipate the carrying amounts recorded at the reporting date that would eventually be received or settled to be significantly different from the fair values as the amounts are repayable on demand.

Fair value hierarchy analysis

The Group has carried its quoted investment and other financial asset that are classified as debt instruments at fair value through OCI and financial assets at fair value through profit or loss respectively at their fair values. The quoted investment and other financial asset belong to Level 1 and Level 2 respectively of the fair value hierarchy.

There were no transfers between any levels of the fair value hierarchy during the financial year. There were also no changes in the purpose of any financial instruments that subsequently resulted in a different classification.

36. Financial risk management objectives and policies

The Group's and the Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's and the Company's operations. The Group's and the Company's principal financial assets include trade and other receivables and cash and short term deposits that derive directly from its operations. The Group and the Company also hold financial assets at fair value through profit and loss.

The Group and the Company are exposed to market risk, credit risk, and liquidity risk. The Group's and the Company's management oversees the management of these risks. The Group's senior management is supported by Audit Committee that provides independent oversight to the effectiveness of the risk management process. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's and the Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's and the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

The following table demonstrates the sensitivity of the Group's and of the Company's profit net of tax to a reasonably possible change of 10% of respective foreign currencies against the functional currency, with all other variables held constant. The sensitivity analysis includes significant outstanding foreign currency denominated monetary items with their translation at year end adjusted for a 10% change in foreign exchange rates as at the end of the financial year, as disclosed in Note 27.

	(Increase)/decrease Group/Company Profit net of tax	
	2021 RM'000	2020 RM'000
Strengthen by 10%		
United State Dollar	(2)	1,857
Weaken by 10%		
United State Dollar	2	(1,857)

36. Financial risk management objectives and policies (cont'd.)

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligation with floating interest rates. The Group's policy is to manage interest rate risk by using a mix of fixed and variable rate loan and borrowings.

Sensitivity analysis for interest rate risk

The following table details the sensitivity analysis to a reasonably possible change in the interest rates at the end of the reporting period, with all other variables held constant:

	Group	
	2021 RM'000	**2020 RM'000**
Effects on profit net of tax		
Increase of 100 basis points	(172)	(271)
Decrease of 100 basis points	172	271

(c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets, deposits, cash and bank balances, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. The impairment provision is determined based on the 12-month ECL.

The Group establishes an allowance for ECL that represents its estimate of incurred losses in respect of the trade and other receivables as appropriate. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. Impairment is estimated by management based on prior experience and the current economic environment.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the debtors profile of its trade receivables on an on-going basis. At 31 December 2021, approximately 41% (2020: 48%) of the Group's trade receivables were due from students under the PTPTN loan scheme.

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets at the reporting date.

36. Financial risk management objectives and policies (cont'd.)

(c) Credit risk (cont'd.)

Financial assets that are neither past due nor impaired

Information regarding trade receivables that are neither past due nor impaired is disclosed in Note 20. Credit risks from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Deposits with banks and other financial institutions that are neither past due nor impaired are only placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 20.

(d) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

Excessive risk concentration

Concentrations arise when a number of counter parties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's and of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

36. Financial risk management objectives and policies (cont'd.)

(d) Liquidity risk (cont'd.)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and of the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations:

	Note	2021 On demand or within one year RM'000	One to five years RM'000	More than five years RM'000	Total RM'000
Group					
Financial liabilities:					
Lease liabilities		28,096	86,311	33,621	148,028
Trade and other payables	27	57,437	2,007	-	59,444
Hire purchase liabilities	21(b)(i)	341	72	-	413
Loans	26 (a)	16,750	-	-	16,750
Overdraft	26	6,308	-	-	6,308
Total undiscounted financial liabilities		108,932	88,390	33,621	230,943
Company					
Financial liabilities:					
Lease liabilities		18,697	58,575	14,355	91,627
Other payables	27	10,717	1,117	-	11,834
Loans	26 (a)	16,750	-	-	16,750
Overdraft	26	6,308	-	-	6,308
Total undiscounted financial liabilities		52,472	59,692	14,355	126,519

36. Financial risk management objectives and policies (cont'd.)

(d) Liquidity risk (cont'd.)

Analysis of financial instruments by remaining contractual maturities (cont'd.)

The table below summarises the maturity profile of the Group's and of the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations: (cont'd.)

		2020			
	Note	**On demand or within one year RM'000**	**One to five years RM'000**	**More than five years RM'000**	**Total RM'000**
Group					
Financial liabilities:					
Lease liabilities		25,441	83,514	57,697	166,652
Trade and other payables	27	45,715	2,034	-	47,749
Hire purchase liabilities	21(b)(i)	918	455	-	1,373
Loans	26 (a)	18,500	7,250	-	25,750
Overdraft	26	5,772	-	-	5,772
Total undiscounted financial liabilities		96,346	93,253	57,697	247,296
Company					
Financial liabilities:					
Lease liabilities		15,724	57,420	28,710	101,854
Other payables	27	12,566	1,689	-	14,255
Loans	26 (a)	18,500	7,250	-	25,750
Overdraft	26	5,772	-	-	5,772
Total undiscounted financial liabilities		52,562	66,359	28,710	147,631

37. Capital management

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support their businesses and maximises shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group and the Company manage their capital based on debt-to-equity ratio. The Group's strategies were unchanged from the previous financial year. The debt-to-equity ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus payables less fees received in advance and deposits, cash and bank balances.

The Group and the Company are not subject to any externally imposed capital requirement.

		Group		Company	
		2021	2020	2021	2020
	Note	RM'000	RM'000	RM'000	RM'000
Borrowings	26	23,058	31,522	23,058	31,522
Lease liabilities	21(b)	127,990	140,565	79,421	85,257
Payables	27	59,444	47,749	11,834	14,255
Less:					
Deposits, cash and bank balances	25	(118,453)	(53,045)	(60,029)	(19,297)
Net debts		92,039	166,791	54,284	111,737
Equity attributable to equity holders of the Company		160,899	92,298	154,018	107,792
Capital and net debt		252,938	259,089	208,302	219,529
Gearing ratio with lease liabilities		36%	64%	26%	51%
Gearing ratio excluding lease liabilities		-29%	22%	-20%	20%

38. Operating segments

Segmental reporting is not presented as the Group is principally engaged in the provision of educational activities, which is substantially within a single business segment and operates wholly in Malaysia.

39. Subsequent events

(i) Acquisition of a wholly owned subsidiary

On 15 April 2022, the Group acquired one ordinary share representing 100% of the issued and paid-up share capital of E-Frontier Sdn Bhd ("E-Frontier") for a total cash consideration sum of RM1.00. The principal activities of E-Frontier are investment holding, research, educational and training services.

(ii) Dividend declared after financial year end

On 3 January 2022, the directors declared an interim single-tier dividend in respect of financial year ending 31 December 2022 of RM0.03 per ordinary share amounting to RM36,774,863 and the dividend was paid on 25 January 2022. The financial statements for the current financial year do not reflect this interim dividend. It will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2022.

On 18 April 2022, the directors recommended the payment of a first and final single-tier dividend of RM0.01 per ordinary share in respect of the financial year ended 31 December 2021. This dividend is subject to the approval of the shareholders at the coming Annual General Meeting.

GROUP PROPERTIES

No.	Address	Approximate Areas/ Description	Existing Use	Tenure	Approximate Age of Building (years)	NBV as at 31/12/2021 (RM'000)	Date of Revaluation/ Acquisition
Owned by Company							
1	33-35 Jalan Hang Lekiu 50100 Kuala Lumpur	4,515 sq ft land area with a 9-storey commercial building	Education Centre	Freehold	44	16,452	31/12/2021
Owned by Subsidiaries							
2	211, Jalan Bukit Mata Kuching 93100 Kuching, Sarawak	5,970 sq ft land area with 6-storey building	Education Centre	Leasehold Expiry date @ 13/08/2785	45	11,413	31/12/2021
3	South City Plaza Lot 3.09a, 3rd Floor Persiaran Serdang Perdana 43300 Seri Kembangan, Selangor	21,986 sq ft built-up area of shoplot space	Training Centre	Leasehold Expiry date @ 09/11/2093	18	3,959	31/12/2021
4	South City Plaza Lot 3.09b, 3rd Floor Persiaran Serdang Perdana 43300 Seri Kembangan, Selangor	15,482 sq ft built-up area of shoplot space	Training Centre	Leasehold Expiry date @ 09/11/2093	18	2,788	31/12/2021
5	Casa Residenza, Service Apartment - Block B Persiaran Surian, Kota Damansara, PJU 5 47810 Petaling Jaya, Selangor 125 units from:- • B1-11-10 to B1-11-13A • B1-12-10 to B1-12-13A • B1-13-10 to B1-13-13A • B1-13A-10 to B1-13A-13A • B1-15-10 to B1-15-13A • B1-16-10 to B1-16-13A • B1-17-10 to B1-17-13A • B1-18-10 to B1-18-13A • B1-19-10 to B1-19-13A • B1-20-10 to B1-20-13A • B1-21-10 to B1-21-13A	110,500 sq ft built-up area of 125 units service apartment	Residential	Leasehold Expiry date @ 25/01/2104	9	47,214	31/12/2021

No.	Address	Approximate Areas/ Description	Existing Use	Tenure	Approximate Age of Building (years)	NBV as at 31/12/2021 (RM'000)	Date of Revaluation/ Acquisition
Owned by Subsidiaries (Cont'd)							
	• B1-22-10 to B1-22-13A • B1-23-10 to B1-23-13A • B1-23A-10 to B1-23A-13A • B1-25-10 to B1-25-13A • B1-26-10 to B1-26- 13A • B1-27-10 to B1-27-13A • B1-28-10 to B1-28-13A • B1-29-10 to B1-29-13A • B1-30-10 to B1-30-13A • B1-31-10 to B1-31-13A • B1-32-10 to B1-32-13A • B1-33-10 to B1-33-13A • B1-33A-10 to B1-33A-13A • B1-35-10 to B1-35-13A						
6	Unit No. A-PH-08, Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya, Selangor	1,555 sq ft built-up area of a service apartment	Residential	Freehold	14	616	31/12/2021
7	Unit No. A-PH-11, Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya, Selangor	1,555 sq ft built-up area of a service apartment	Residential	Freehold	14	616	31/12/2021
8	Unit No. B-23A-02, Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya, Selangor	1,062 sq ft built-up area of a service apartment	Residential	Freehold	14	427	31/12/2021
9	Unit No. B-23A-11, Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya, Selangor	1,062 sq ft built-up area of a service apartment	Residential	Freehold	14	427	31/12/2021
					83,912		

ANALYSIS OF SHAREHOLDINGS

Total number of issued shares	:	1,264,563,142*
Class of shares	:	Ordinary shares
Voting rights	:	Every member present in person or by proxy or represented by attorney shall have one vote and upon a poll, every such member shall have one vote for every share held.

* inclusive of 38,734,400 treasury shares

Distribution Schedule of Shareholdings as at 31 March 2022

Size of shareholdings	No. of shareholders	% of shareholders	No. of shares held	% of issued capital
1 – 99	210	15.29	8,910	0.00
100 – 1,000	127	9.25	54,153	0.00
1,001 – 10,000	401	29.21	2,034,552	0.17
10,001 – 100,000	514	37.44	14,580,963	1.19
100,001 – less than 5% of issued shares	119	8.67	674,616,604	55.03
5% and above of issued shares	2	0.14	534,533,560	43.61
TOTAL	1,373	100.00	1,225,828,742	100.00

Substantial Shareholders as at 31 March 2022

According to the register required to be kept under Section 144 of the Companies Act 2016, the following are the substantial shareholders (excluding bare trustees) of the Company:-

		No. of shares held			
	Name of Shareholders	**Direct**	**%**	**Indirect**	**%**
1.	Tan Sri Clement Hii Chii Kok ("TSC")	396,694,479	32.36	**459,565,035	37.49
2.	Pinnacle Heritage Solutions Sdn Bhd ("PHS")	459,565,035	37.49	++396,694,479	32.36
3.	Nicholas Rupert Heylett Bloy	-	-	##856,259,514	69.85
4.	Richard Elletson Foyston	-	-	##856,259,514	69.85
5.	Navis Capital Partners Limited	-	-	##856,259,514	69.85
6.	SmartUni 1 Ltd	-	-	##856,259,514	69.85
7.	Navis Asia Fund VI G.P., Ltd	-	-	##856,259,514	69.85
8.	HAL Investments (Asia) Ltd	-	-	##856,259,514	69.85
9.	HAL Holding N.V.	-	-	##856,259,514	69.85
10.	HAL Trust	-	-	##856,259,514	69.85
11	Rodney Chadwick Muse	-	-	##856,259,514	69.85
12.	Navis GP Investment HoldCo Ltd	-	-	##856,259,514	69.85

Directors' Shareholdings

		No. of shares held			
	Name of Directors	**Direct**	**%**	**Indirect**	**%**
1.	Tan Sri Clement Hii Chii Kok	396,694,479	32.36	**459,565,035	37.49
2.	Nicholas Rupert Heylett Bloy	-	-	##856,259,514	69.85
3.	Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil	-	-	-	-
4.	Professor Hew Moi Lan	-	-	-	-
5.	Dato' Amos Siew Boon Yeong	3,771,428	0.31	-	-
6.	Tan Sri Megat Najmuddin Bin Dato' Seri Dr Haji Megat Khas	67,991	0.01	-	-
7.	Dato Goh Leng Chua	-	-	-	-
8.	Edwin Fua Chye Jin	-	-	-	-

** TSC is deemed interested in such SEGi shares held by PHS pursuant to the shareholders' agreement dated 25 April 2012 entered between TSC and PHS for regulating their relationship with one another as shareholders of SEGi ("Shareholder Agreement").

++ PHS is deemed interested in such SEGi shares held by TSC pursuant to the Shareholder Agreement.

Deemed interest by virtue of shares held by PHS, direct and indirectly, in which the Director(s)/Company(ies) is/are deemed to have an interest.

Thirty Largest Shareholders

	Name of shareholders	**No. of shares**	**%**
1.	Pinnacle Heritage Solutions Sdn Bhd	459,565,035	37.49
2.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	74,968,525	6.12
3.	AmSec Nominees (Tempatan) Sdn Bhd AmBank (M) Berhad (SWAP)	60,737,142	4.95
4.	AllianceGroup Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	60,068,571	4.90
5.	RHB Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	50,428,571	4.11
6.	Maybank Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	47,524,285	3.88
7.	Maybank Investment Bank Berhad IVT	40,317,857	3.29
8.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Rexter Capital Sdn Bhd	40,107,400	3.27
9.	CGS-CIMB Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	39,207,142	3.20
10.	AmSec Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	33,962,816	2.77

Thirty Largest Shareholders (Cont'd)

	Name of shareholders	No. of shares	%
11.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank for Hii Chii Kok @ Hii Chee Kok	27,285,714	2.23
12.	AmSec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	20,314,285	1.66
13.	AllianceGroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Siew Hee	15,369,600	1.25
14.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Bonus Tradisi Sdn Bhd	14,225,028	1.16
15.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Generasi Panduan Sdn Bhd	12,637,385	1.03
16.	AllianceGroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	11,914,285	0.97
17.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Symphony Diversified Sdn Bhd	11,004,700	0.90
18.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Rexter Capital Sdn Bhd	10,295,900	0.84
19.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Basic Index Sdn Bhd	9,991,171	0.82
20.	HSBC Nominees (Asing) Sdn Bhd Credit Suisse (Hong Kong) Limited	9,600,000	0.78
21.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Hii Chii Kok @ Hii Chee Kok	9,320,285	0.76
22.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Harmoni Genting Sdn Bhd	9,068,442	0.74
23.	CIMB Group Nominees (Tempatan) Sdn Bhd Principal Asset Management Berhad for Yayasan Mohd Noah (A/C2)	7,776,000	0.63
24.	Kenanga Capital Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	7,700,000	0.63
25.	Amanahraya Trustees Berhad Public Islamic Treasures Growth Fund	7,693,714	0.63
26.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Lee Hieh	6,881,485	0.56
27.	CGS-CIMB Nominees (Asing) Sdn Bhd CGS-CIMB Securities (Singapore) Pte Ltd	6,225,000	0.51
28.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – Ambank (M) Berhad for Hii Chii Kok @ Hii Chee Kok	6,000,000	0.49
29.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd IPM for Maximum Ace Sdn Bhd	5,723,000	0.47
30.	Kenanga Nominees (Tempatan) Sdn Bhd Perdana Technology Venture Sdn Bhd	5,362,560	0.44

NOTICE IS HEREBY GIVEN that the Thirty-Sixth Annual General Meeting of SEG International Bhd ("SEGi" or "the Company") will be held virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Vote2U via online meeting platform at https://web.vote2u.my (Domain registration number with MYNIC D6A471702) from the broadcast venue at Boardroom, 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 15 June 2022 at 10:30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2021 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**

2. To declare a first and final single tier dividend of 1.0 sen per ordinary share for the year ended 31 December 2021. **(Ordinary Resolution 1)**

3. To approve the payment of Directors' fees for the year ended 31 December 2021. **(Ordinary Resolution 2)**

4. To re-elect the following Directors who retire pursuant to Clause 87 of the Constitution of the Company:-

   (a) Professor Hew Moi Lan **(Ordinary Resolution 3)**
   (b) Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil **(Ordinary Resolution 4)**
   (c) Dato Goh Leng Chua **(Ordinary Resolution 5)**

5. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

6. **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

   "**THAT** subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever, whether or not a shareholder of the Company, as the Directors may determine in their absolute discretion, is in the best interest of the Company and its shareholders, and subject further to such terms and conditions as the Directors in their absolute discretion may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." **(Ordinary Resolution 7)**

7. **Proposed Renewal of Authority for the Purchase by SEG International Bhd ("SEGi") of its Own Shares ("Proposed Share Buy-Back")**

"**THAT**, subject to the Act (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares in SEGi ("SEGi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that:

i. the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company for the time being;
ii. the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the total retained profits of the Company at the time of the purchase(s). As at 31 December 2021, the Company's retained profit based on the latest audited financial statements was recorded at RM39,995,000; and
iii. upon the purchase by the Company of its own shares, the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and subsequently distributed as dividends or resold on the market of the Bursa Securities or be cancelled or any combination thereof;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company." **(Ordinary Resolution 8)**

8. **Continuing in Office as Independent Non-Executive Directors**

(a) "**THAT** approval be and is hereby given to Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 9)**

(b) "**THAT** approval be and is hereby given to Dato' Amos Siew Boon Yeong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 10)**

(c) "**THAT** approval be and is hereby given to Dato Goh Leng Chua, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 11)**

9. To consider any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the first and final single tier dividend, if approved, will be paid on 8 July 2022 to shareholders whose names appear in the Record of Depositors at the close of business on 22 June 2022.

A depositor shall qualify for entitlement to the first and final single tier dividend only in respect of:-

a) shares transferred into the depositor's securities account before 4.00 p.m. on 22 June 2022 in respect of ordinary transfers; and
b) shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities**.**

By Order of the Board

CHONG POH YEE (MIA 7620) (SSM PC No. 202008003453)
HEW LING SZE (MAICSA 7010381) (SSM PC No. 202008000754)
Secretaries

Petaling Jaya, Selangor
30 April 2022

NOTES:

1. The Agenda Item No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A member who is an exempt authorised nominee may appoint at least one proxy in respect of each securities account it holds.

3. The Form of Proxy must be deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, or emailed to corporate@segi.edu.my, not less than 48 hours before the time and date of the meeting or adjourned meeting, and in the case of a poll, it shall be deposited not less than 24 hours before the time appointed for the taking of the poll.

4. The details of the Directors' remuneration, including the Directors' fees, are set out in the CG Report 2021. In determining the fees payable to the Non-Executive Directors, the Board considered the areas of responsibilities and risk involved for each Non-Executive Director. Shareholders' approval will be sought prior to the payment.

5. Explanatory notes on Special Business

   a. **Ordinary Resolution 7 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

   The proposed Ordinary Resolution 7, if passed, will give authority to the Directors of the Company to issue ordinary shares in the Company up to an aggregate amount of not exceeding 10% of the total number of issued share capital of the Company, for such purposes, and to such person or persons whomsoever, whether or not a shareholder of the Company, as the Directors consider would be in the best interest of the Company and its shareholders. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

   The general mandate, once approved and renewed, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

   As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty-Fifth AGM held on 27 September 2021 and hence no proceeds were raised therefrom.

   b. **Ordinary Resolution 8 – Proposed Renewal of Authority for the Proposed Share Buy-Back**

   The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase SEGi shares through Bursa Securities up to an amount not exceeding ten percent (10%) of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

   Detailed information on the Proposed Share Buy-Back is set out in the Statement to Shareholders dated 30 April 2022.

   c. **Ordinary Resolutions 9, 10 and 11 – Continuing in Office as Independent Directors**

   The proposed Ordinary Resolutions 9, 10 and 11 relate to the approval by shareholders for Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, Dato' Amos Siew Boon Yeong and Dato Goh Leng Chua to continue in office as Independent Directors. Following an assessment and recommendation by the Nominating Committee, the Board recommended that the approval of the shareholders be sought for Tan Sri Megat Najumuddin Bin Dato' Seri Dr. Haji Megat Khas, Dato' Amos Siew Boon Yeong and Dato Goh Leng Chua who have served as Independent Directors for a cumulative term of more than nine years, through a two-tier voting process, for their continuing in office as Independent Non-Executive Directors based on the following justifications:

   (a) They have met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and are therefore deemed able to give independent opinions to the Board;

   (b) Being Directors for more than nine years have given them added advantages to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess in depth knowledge of the Company's operations;

   (c) They have contributed sufficient time and exercised due care during their tenure as Independent Directors;

   (d) They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;

(e) They have vigilantly safeguarded the interests of the minority shareholders of the Company;

(f) They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and

(g) They actively participated in the Board deliberations and have never compromised on their independent judgement.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

No Individual is standing for election as Director at the forthcoming AGM of the Company.

For Directors retire by rotation under Clause 87 of the Company's Constitution, the Board had through its Nominating Committee assessed each of them in determining their eligibility for re-election, namely, the required mix of skills and experience, knowledge, expertise and time availability. The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2021.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 36th AGM and/or any adjournment thereof, a member of the Company:

(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 36th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 36th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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SEG International Bhd

FORM OF PROXY

I/We ____

of ____

being a member/members of SEG International Bhd hereby appoint ____________________________

of ____

or failing him/her ____

of ____

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-Sixth Annual General Meeting of the Company to be held virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Vote2U via online meeting platform at https://web.vote2u.my (Domain registration number with MYNIC D6A471702) from the broadcast venue at Boardroom, 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 15 June 2022 at 10:30 a.m.

Please indicate with an "X" in the appropriate space(s) provided below on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

	ORDINARY RESOLUTIONS	**FOR**	**AGAINST**
1.	Approval of the payment of Directors' fees.		
2.	Declaration of First and Final Single Tier Dividend.		
3.	Re-election of Professor Hew Moi Lan in accordance with the Constitution of the Company.		
4.	Re-election of Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil in accordance with the Constitution of the Company.		
5.	Re-election of Dato Goh Leng Chua in accordance with the Constitution of the Company.		
6.	Re-appointment of Messrs. Ernst & Young PLT as Auditors and to authorise the Directors to fix their remuneration.		
7.	Authority pursuant to Sections 75 and 76 of the Companies Act 2016 for Directors to issue shares.		
8.	Proposed Renewal of Authority for the Proposed Share Buy-Back.		
9.	Retention of Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas as Independent Non-Executive Director.		
10.	Retention of Dato' Amos Siew Boon Yeong as Independent Non-Executive Director.		
11.	Retention of Dato Goh Leng Chua as Independent Non-Executive Director.		

Dated this __________ day of ______________________ 2022

____
Number of shares held

____
Signature of member(s)

CDS Account No.	

Email Address	

Notes:

1. If you wish to appoint other person(s) to be your proxy, delete the words "the Chairman of the meeting" and insert the name(s) and address(es) of the person(s) desired in the space so provided.
2. If there is no indication as to how you wish your vote(s) to be cast, the proxy will vote or abstain from voting at his/her discretion.
3. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of the proxy.
4. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where two proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its Attorney.
7. All Forms of Proxy must be duly executed and deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, or emailed to corporate@segi.edu.my, not less than 48 hours before the time for holding the Meeting or adjourned meeting, and in the case of a poll, it shall be deposited not less than 24 hours before the time appointed for the taking of the poll.

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AFFIX
STAMP

SEG International Bhd
Registration No. 198501013542 (145998-U)
6th Floor, SEGi University, No. 9, Jalan Teknologi
Taman Sains Selangor, Kota Damansara, PJU 5
47810 Petaling Jaya, Selangor Darul Ehsan

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SEG International Bhd

EDUCATION NETWORK

SEGi UNIVERSITY & COLLEGES

SEGi University

No. 9, Jalan Teknologi
Taman Sains Selangor
Kota Damansara, PJU 5
47810 Petaling Jaya
Selangor Darul Ehsan

Toll Free : 1800-88-7344
Tel : +603 6145 2777
Fax : +603 6145 1666
Email : infokd@segi.edu.my

SEGi College Kota Damansara

No. B2-01,Block 2 SEGi Tower
Jalan Teknologi 2/1D
Kota Damansara, PJU 5
47810 Petaling Jaya
Selangor Darul Ehsan

Tel : +603 6145 5888
Fax : +603 6145 5999
Email : infokd@segi.edu.my

SEGi College Kuala Lumpur

Bangunan SEGi
33-35, Jalan Hang Lekiu
50100 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur

Tel : +603 2070 2078
Fax : +603 2034 2759
Email : infokl@segi.edu.my

SEGi College Subang Jaya

Persiaran Kewajipan USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

Tel : +603 8605 3888
Fax : +603 8605 3999
Email : infosj@segi.edu.my

SEGi College Penang

Wisma Green Hall, 43 Green Hall
10200 Pulau Pinang

Tel : +604 263 3888
Fax : +604 262 2193
Email : infopg@segi.edu.my

SEGi College Sarawak

211, Jalan Bukit Mata Kuching
93100 Kuching, Sarawak

Tel : +608 225 2566
Fax : +608 223 1355
Email : infoswk@segi.edu.my

SEGi GROUP OF TRAINING CENTRES

SMI Training Centre Sarawak

211, Jalan Bukit Mata Kuching
93100 Kuching, Sarawak

Tel : +608 225 2566
Fax : +608 223 1355
Email : infoswk@segi.edu.my

PDCE Resources Sdn. Bhd.

Persiaran Kewajipan USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

Tel : +603 8605 3886
Fax : +603 8605 3816

SEGi BUSINESS UNITS

IFPA Resources Sdn Bhd

Persiaran Kewajipan USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

Tel : +603 8605 3886
Fax : +603 8605 3816
Email : info@ifpa.com.my

SEG International Bhd

segi.edu.my

No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor

Toll Free: 1800 88 7344 Tel: 603 6145 1777 Fax: 603 6145 2679

The Board of Directors recognises and subscribes to the importance of the principles and best practices set out in the Malaysian Code on Corporate Governance ("MCCG"), the Corporate Governance Guide (3rd Edition) as well as the relevant provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements ("Bursa Securities Main Market Listing Requirements"). The Board believes that sound corporate governance practices are essential for delivering sustainable value, enhancing business integrity, maintaining investors' confidence and achieving the Group's corporate objectives and vision. The Board will continuously evaluate and enhance the Group's corporate governance practices and procedures, and take guidance from the key principles as set out in the MCCG.

The Board of Directors of the Company is pleased to provide the following statement together with the Corporate Governance Report 2020 of the Company ("CG Report"). This statement is to be read together with the CG Report which reports the manner in which the Group has applied the key principles of good governance and the extent to which it has observed the corporate governance practices. Where there are gaps in the Company's observation of any of the principles and best practices, the necessary explanations are disclosed for the departure, and the alternative practices adopted and how such alternative practices achieve the intended outcome as set out in the MCCG. A copy of the CG Report is available on the Company's website, https://segi.investor.net.my/CG-Report-2020/.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Roles and Responsibilities

The Board is responsible for the overall corporate governance of the Group, including its strategic direction, establishing goals for management, monitoring the achievement of these goals and overseeing the investments of the Group. The Executive Committee ("Exco") reviews and deliberates on the business and strategic plan, the opportunities and threats arising each month and oversees the business conduct of the Group. Any issue arising will be tabled to the Board for decision, if necessary. The Exco also monitors the budget monthly and the action plans, if any, to rectify the overrun. The Board is mindful of its responsibilities to the shareholders and stakeholders for creating and delivering sustainable value in contributing to the goal of a knowledge-oriented society and long-term success of the Group.

The primary role of the Board is to provide effective governance over the Group's affairs to ensure the interests of shareholders are protected and the confidence of the investors are maintained whilst having regard for the interests of all stakeholders including customers, employees, suppliers and local communities. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

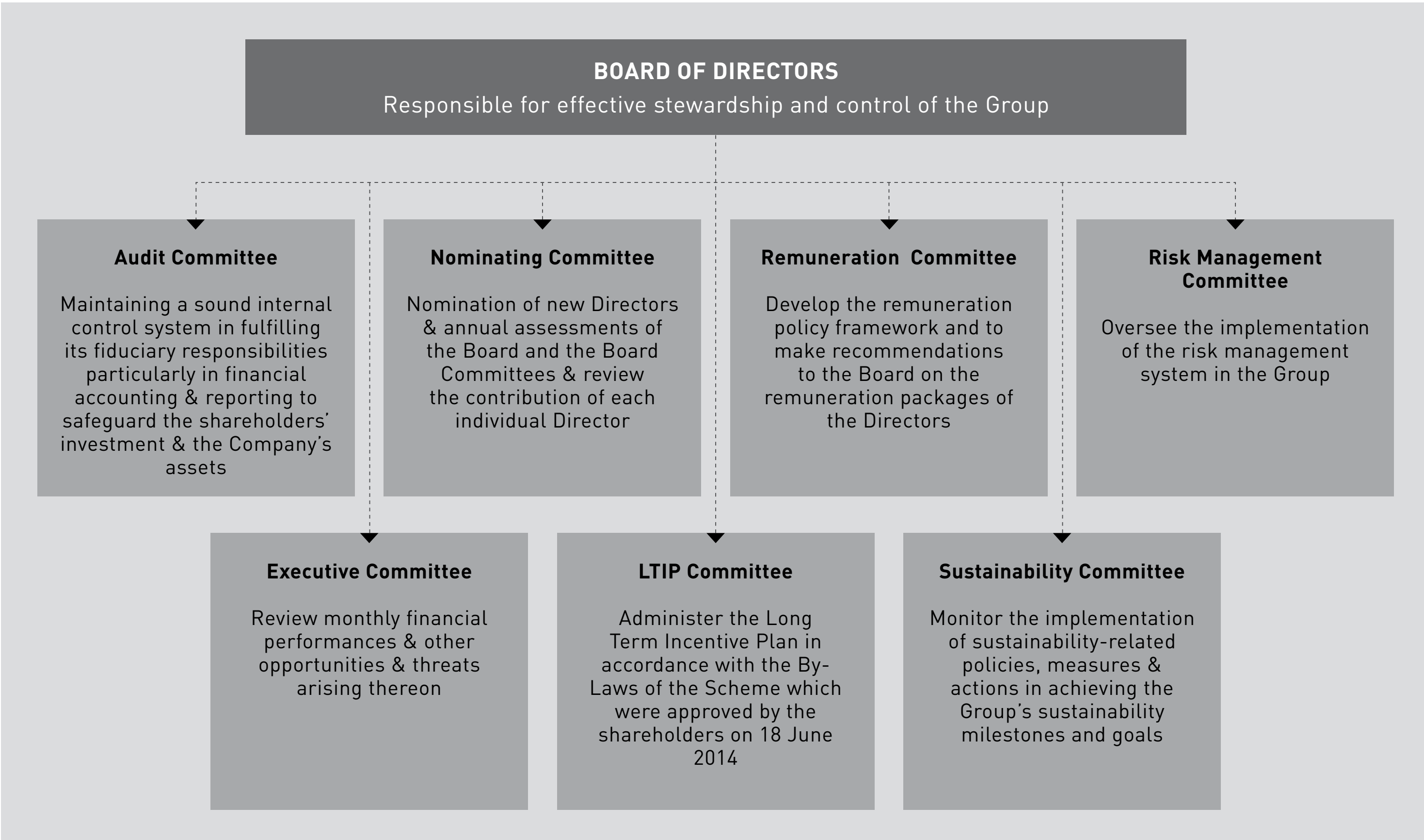
The Board's key responsibilities are to:

- oversee the overall strategic plan and performance of the Group's businesses and develop initiatives for profit and asset growth;
- oversee, evaluate and monitor the conduct of the businesses of the Group and their corporate strategies;
- approve and monitor financial and other reporting as required;
- identify business risks and ensure that the appropriate risk management framework, internal control systems, code of conduct and compliance frameworks are in place and operating effectively and efficiently;
- assess and approve major capital expenditure, acquisitions and divestments;
- ensure the effectiveness of the succession planning of the Group, in particular, the grooming of talents for senior management positions and the progress of the talent pool under the talent management programme;
- ensure that the Board continues to have the blend of skills, experience and attributes appropriate for the Company and its Group's businesses and to this end ensure that appropriate Directors are selected and appointed as required;
- monitor the performance of the Company's management and ensure appropriate resources are available to the management; and
- develop and implement an effective communication channel between the Board, shareholders and the general public.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Roles and Responsibilities (Cont'd)

The Board delegated certain responsibilities to the Board Committees as described below with clearly defined terms of reference and the Board receives reports of their proceedings and deliberations. Where committees have no authority to make decisions on matters reserved for the Board, recommendations would be highlighted for the Board's approval. The chairmen of the various committees report the outcome of the committee meetings to the Board, and the minutes of the various committees are enclosed in the Board papers at the following Board meetings. There is a clear division of functions between the Board and the management to ensure that no single individual or group dominates the decision-making process.



Separation of positions of the Chairman and Managing Director

The strong independent element of the Board has ensured a balance of power and authority. The clear division of roles and responsibilities of the Chairman and Group Managing Director has further enhanced the existing balance of power and authority.

The Chairman, Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, is an Independent Non-Executive Director. He is responsible for ensuring the Board's effectiveness and conduct as well as enhancing the Group's corporate governance practices, whilst the Group Managing Director, Tan Sri Clement Hii Chii Kok, has overall responsibility for the operating units, organisational effectiveness and implementation of the Board's policies and decisions.

The Board therefore believes that a balance of power and authority exists within its current structure to sufficiently enable it to discharge its duties objectively. The Board delegates to the Group Managing Director the implementation of the Group's strategic plan, policies and decisions adopted by the Board to achieve the Group's objective of creating long term value for its shareholders.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Roles and Responsibilities (Cont'd)

Code of Conduct ("the Code")

The Board adopted the Code with the aim of emphasising the Company's commitment to ethics and compliance with applicable laws and regulations, setting forth basic standards of ethical behaviour within the Group. The Code sets out rules of behaviour that Directors, officers and employees are expected to adopt when performing their duties, which include but are not limited to the following:

- complying with legislation, regulatory and Bursa Securities Main Market Listing Requirements;
- acting in the best interest of the Group;
- acting honestly and with integrity;
- being accountable and responsible; and
- recognising the importance of corporate responsibility.

The Code will be reviewed and updated regularly to meet SEGi's needs and to address the changing conditions of the Company. The Code is available on the Company's website.

Whistle-Blowing Policy

The Board established a whistle-blowing policy to provide an avenue for employees, suppliers and stakeholders to report genuine concerns relating to any malpractice or improper conduct related to the Group's businesses. Any whistle-blower acting in good faith is protected from retaliation for raising such allegations. Procedures are in place for investigations and appropriate follow-up actions.

The summary of the whistle-blowing policy is available on the Company's website.

Promoting Sustainability

The Board recognises the importance of sustainability and its increasing impact to the business. SEGi believes that the principles and actions to promote sustainability should be embedded across the Group in all aspects of the Group's operations and other activities. The impact on environmental, social and governance aspects should be taken into consideration in conducting the business. The Board is committed towards implementing sustainable practices in order to achieve the right balance between the needs of the community and the requirements of shareholders and other stakeholders within the Group. Our policy and commitment to sustainability is in our Sustainability Policy which is available on the Company's website.

Further information on the Group's sustainability practices are set out in the Sustainability Statement in this annual report.

The Board also believes that effective corporate responsibility is of benefit to its businesses and, in turn, to its shareholders and other stakeholders. The Group has actively integrated corporate responsibility initiatives as part of our business operations. The Group's corporate responsibility initiatives are explained in our Sustainability Report section set out in this annual report.

Anti-Bribery and Anti-Corruption Policy

The Board has formalised the Anti-Bribery and Anti-Corruption Policy to promote the practice of ethical business dealings and to strengthen controls to minimise the risk of corruption and bribery in the Group's activities. The policy sets out the parameters to prevent the occurrence of bribery and corrupt practices and to provide information and guidance to all employees, Directors and associated third parties on how to recognise and deal with bribery and corruption issues. SEGi is committed to conducting its business with honesty and integrity, avoiding practices of bribery and corruption in the conduct of the Group's daily operations and business.

SEGi believes that it is in the best interests of the Company to preserve long-term value to shareholders by conducting its business free from corruption and in accordance with the highest principles of integrity.

Access to Information and Advice

The Board recognises that the decision-making process is highly dependent on the quality of information furnished. At SEGi, every Director has access to all information within the Group. The Board maintains a direct line of communication with Senior Management.

All Directors are provided with Board meeting materials containing information relevant to the business of the meeting, which include but not limited to minutes of the previous meeting, minutes of the Board Committees' meetings, Directors' circular resolutions passed, quarterly results or annual financial statements, any acquisition and disposal proposals, updates from the Bursa Securities, Companies Commission of Malaysia and any other relevant regulatory bodies, related party transactions, report on Director's dealings in securities and changes on their directorships, if any.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

Directors are allowed to either participate in person or through other communication channels, such as via tele-conferencing. Certain senior management are invited to participate in the Board meetings to enable all Board members to have equal access to the latest updates and developments of business operations of the Group. The chairmen of the Board Committees also brief the Board on matters discussed as well as decisions taken at their respective Board Committee meetings.

The Board has unrestricted access to all information pertaining to the Group's affairs and the services of the Company Secretaries. If necessary, the Directors are at liberty to seek independent professional advice on matters relating to the fulfilment of their roles and responsibilities at the Company's expense to enable them discharge their duties effectively.

Company Secretaries

The Company Secretaries advise and support the Board on matters in relation to corporate governance, compliance with laws, rules, procedures and regulatory requirements. The Company Secretaries are responsible to the Board for the administration of the Board and in ensuring that the Board carries out its roles and responsibilities in accordance with the Company's Constitution, corporate policies and procedures as well as the applicable laws and regulations.

The Board recognises that the Company Secretaries are suitably qualified and capable of carrying out the duties required. The Board is satisfied with the services and support rendered by the Company Secretaries in discharging their functions and duties.

The Company Secretaries attend the Board and Board Committee meetings and ensure all meetings are properly convened, and the records of proceedings are duly recorded and maintained in the statutory registers of the Company. The Board is updated by the Company Secretaries on matters requiring follow-up or implementation.

Board Charter

The Board adopted its Board Charter in 2012 to set out the roles, functions and composition of the Board and to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members.

The Board Charter is reviewed periodically to ensure it remains relevant and is in line with the current standards of corporate governance and the Board has just reviewed it on 23 April 2021. The Board Charter is available on the Company's website.

II. Board Composition

The Board recognises the benefits of having a diverse Board to ensure decisions are made objectively, taking into account diverse perspectives and insights. The Board members comprise high calibre individuals who are professionals in their respective fields. They, with their different backgrounds and specialisations, collectively bring with them a wide range of experience and expertise primarily in legal, business, financial and academic fields. The mixture of skills and experience is vital to add value in the strategic directions of the Group and ensuring the Group continues to be a competitive leader in the education industry.

A brief profile of each Director is presented on pages 10 to 13.

The Board complied with the requirement of one third (1/3) of its members being independent pursuant to Paragraph 15.02(1) of Bursa Securities Main Market Listing Requirements. There is no individual Director or group of Directors who dominates the Board's decision making.

The Executive Directors have direct responsibilities for business operations and performance. The presence of Independent Non-Executive Directors fulfils a pivotal role in corporate accountability. Although all the Directors have equal responsibilities for the Group's operations, the roles of these Independent Non-Executive Directors are important. They provide independent and objective views, advice and judgement on issues of strategy, business performance and controls. The Independent Non-Executive Directors also act as a check and balance for the Executive Directors and ensure that matters pertaining to strategies, performance and resource allocations proposed by the management are objectively evaluated. The Independent Non-Executive Directors always take into account the interests of the Group, shareholders and communities in which the Group conducts business as well as the public at large.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

II. Board Composition (Cont'd)

The Board is committed to the following principles when determining its composition:

- the Board is to comprise Directors with the blend of skills, experience and attributes appropriate for the Company and its Group businesses; and
- the principal criterion for the appointment of new Directors is their ability to add value to the Company and its Group businesses.

The Board reviews the composition and size of its Board from time to time to ensure they meet the above Principles. With the current composition, the Board is satisfied that it represents the required mix of skills, experience, independence and diversity for the Board to discharge its duties and responsibilities effectively.

Diversities in Gender, Ethnicity and Age

The Board formalised the Board Diversity Policy. The Board currently has representatives from both male and female genders and also a mix of ethnicities, age and competencies. The composition of our Board together with the Senior and Key Management as at 31 December 2020 were as follows:

GENDER	TOTAL NUMBER	PERCENTAGE (%)
Male	22	59.46
Female	15	40.54
AGE GROUP		
30 – 39 years	1	2.70
40 – 49 years	12	32.43
50 – 59 years	16	43.25
60 years and above	8	21.62
ETHNICITY		
Bumiputera	6	16.22
Chinese	27	72.97
Indian	3	8.11
Others	1	2.70

The Board is supportive of diversity on the Board and in Senior Management team. The Group has a well-balanced representation between genders in the Senior Management and the entire staff force.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

II. Board Composition (Cont'd)

Succession Planning Programme

The Succession Planning Committee ("SPC") was set up in 2013 to oversee the strategy and governance of succession planning. The members of the SPC consists of two Executive Directors, a Non-Executive Director and a Senior Management staff. The SPC is led by the Group Managing Director, aiming to develop the talents both vertically and horizontally, particularly focusing on critical key positions in the Group.

The Succession Planning programme is an on-going exercise. All the talents from Talent Management and Development Programme (2017 – 2020 batch) have graduated upon the final on-the-job training submission on 12 December 2020. Nominations for new talents are now on-going. The new programme timeline will be firmed up by the SPC in due time.

III. Nominating Committee

The Nominating Committee is entrusted with the specific task of identifying and recommending new nominees to the Board. The Board has the final decision on appointments after considering the recommendations from the committee.

The Nominating Committee comprises exclusively of Non-Executive Directors, as follows:

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas Independent Non-Executive Director	Chairman
Dato Goh Leng Chua Independent Non-Executive Director	Member
Edwin Fua Chye Jin Non-Independent Non-Executive Director	Member

The Board is satisfied that Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas is capable to be the Chairman of the Nominating Committee and the committee is able to discharge its duties effectively through a formal and transparent process, in compliance with applicable laws and regulations and maintaining a high standard of corporate governance.

The committee met once during the year under review.

Nomination and Appointment of Directors

The process of identifying and nominating new candidate(s) for appointment entails the following steps:

Stage 1:	Identification of candidate(s)
Stage 2:	Evaluation of suitability of candidate(s)
Stage 3:	Recommendation to the Board for approval

The proposal for new appointment(s) including those proposed by the major shareholders and other Board members, will be tabled for assessment and evaluation before the committee recommends to the Board for approval.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

III. Nominating Committee (Cont'd)

Nomination and Appointment of Directors (Cont'd)

In evaluating the suitability of a candidate, the committee takes into account objective criteria such as qualifications, skills, experiences, professionalism, integrity, core competencies and time commitment of the candidate, and diversity required on the Board in the context of the Group's strategic direction. In the case of evaluating a potential Independent Director, the committee assesses the candidate's ability to be impartial and capability of providing objective judgement in boardroom deliberations. The committee also evaluates the candidate's independence to ensure that he/she fulfils the independence criteria as set out in Bursa Securities Main Market Listing Requirements.

The Company Secretaries ensure that all appointments are properly made and all necessary information is obtained from the Directors, both for the Company's own records and for the purposes of meeting statutory and regulatory requirement obligations, including obligations arising from the Bursa Securities Main Market Listing Requirements.

The committee also periodically examines the effectiveness of its present size in discharging its duties.

The Nominating Committee conducts annual assessments of the Board in respect of their skills, experience, contributions and other qualities including core competencies. The committee also assesses the Independent Directors on their ability to discharge their duties with unbiased and independent judgement.

Summary of activities carried out during the financial year

<u>Evaluation on the performance of the Board and Board Committees</u>

In respect of the financial year under review, the committee conducted a self-appraisal by the Directors to evaluate the Directors based on the following:

(a) the effectiveness of the Board and its Committees as a whole, based on specific criteria, covering areas such as Board structure and operations, the required mix of skills and experience of the Directors and Board Committees, principal responsibilities of the Board and Board Committees, size of non-executive participation and Board governance; and
(b) the contributions of individual Director and Committee members based on specific criteria, including contributions to deliberations, role and duties, knowledge, expertise, integrity, time commitment, independence and training programmes attended.

The overall ratings of the appraisals were above average and the committee was satisfied that:

(a) all Directors have performed satisfactorily in their respective roles;
(b) the size of the Board is optimum and that there is an appropriate mix of knowledge, skills, attributes and core competencies in the composition of the Board;
(c) the composition of the Audit Committee is satisfactory and the members have sufficient and relevant expertise in fulfilling their roles and responsibilities; and
(d) the Board consists of a good balance of independent directors and the directors are capable to resolve potential areas of conflict that may impair their independence.

The committee viewed the evaluation exercise as a constructive platform for the Board to discuss the areas for improvement and formulate corrective measures where required to enhance the effectiveness of the Board.

<u>Election and Re-election</u>

In accordance with the Constitution of the Company, all Directors who are appointed by the Board are subject to retirement and are eligible for election by shareholders at the annual general meeting ("AGM") following their appointment. The remaining Directors will retire at regular intervals by rotation at least once every three years and shall be eligible for re-election.

The committee reviewed and deliberated on the list of Directors to retire by rotation, together with the results of the evaluation for re-appointment of the respective Directors. The respective Directors expressed their intention for re-election. The committee was satisfied with their performance and recommended to the Board to table the resolutions for the re-election of the Directors retiring at the Company's AGM.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

Annual Assessment of Independence and Tenure of Independent Directors

The Board recognises the importance of independence and objectivity in its decision making process. The committee assessed the Independent Directors' independence based on the criteria set out in Bursa Securities Main Market Listing Requirements.

In respect of the financial year under review, the rating results of the self-assessment checklist for Independent Directors demonstrated the Directors' independence in their judgement and clarity of thought in problem solving.

The Board is aware of the recommended tenure of an Independent Director which should not exceed a cumulative or consecutive term of nine years as per the recommendation of the MCCG. However, the Board is of the opinion that the ability of a Director is very much a function of his calibre, qualification, experience and personal qualities, particularly of his integrity and objectivity, regardless of his tenure as an Independent Non-Executive Director.

Notwithstanding that Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas and Dato' Amos Siew Boon Yeong had served the Company as Independent Directors for more than twelve years, while Dato Goh Leng Chua served the Company for more than nine years, the Board had evaluated them and agreed that all the Independent Directors:

- met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements;
- had actively participated in the Board's deliberations, provided objectivity in decision making as they possess in-depth knowledge of the Company's operations, and were impartial in their opinion to the Board;
- are unafraid to express an unpopular stance on issues and approach any transactions that require Board's approval with a watchful eye and an inquiring mind;
- have contributed sufficient time and exercised due care during their tenure as Independent Directors of the Company, and carried out their professional duties in the interest of the Company and shareholders; and
- have vast experience, expertise and the ability to make independent judgments to challenge management in an effective and constructive manner.

The Board, based on the review and recommendations made by the Nominating Committee, was satisfied with them as Independent Directors of the Company. The Board recommended their retention as Independent Non-Executive Directors based on the reasons enumerated above and will seek shareholders' approvals at the forthcoming AGM for their retention as Independent Directors.

IV. Remuneration Committee

The Board has set up its Remuneration Policy. The Remuneration Policy is designed to support key business strategies and create a strong, performance-orientated environment.

The Executive Directors do not participate in decisions relating to their remuneration. The Board as a whole determines the remuneration of the Directors. The individual concerned abstains from participating in deliberations and decisions in respect of his/her individual remuneration.

The Remuneration Committee carried out an annual review of the Directors' remuneration whereupon recommendations were submitted to the Board for approval. The Remuneration Committee will ensure the Directors' remuneration packages are aligned with the Group's business strategy and long term objectives.

During the financial year under review, the committee reviewed and recommended the remunerations of the Executive Directors to the Board for its approval. The committee further recommended the Non-Executive Directors' fees to the Board for shareholders' approval at the Company's forthcoming AGM.

A PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

IV. Remuneration Committee (Cont'd)

The Remuneration Committee consists of a majority of Non-Executive Directors, as follows:

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas Independent Non-Executive Director	Chairman
Tan Sri Clement Hii Chii Kok Group Managing Director	Member
Nicholas Rupert Heylott Bloy Non-Independent Non-Executive Director	Member

The committee met once during the year under review.

Directors' Remuneration

The aggregate remuneration of Directors for the financial year ended 31 December 2020, in respective bands of RM50,000 were as follows:

	NUMBER OF DIRECTORS	
RANGE OF REMUNERATION	EXECUTIVE	NON-EXECUTIVE
Below RM50,001	1	2
RM50,001 to RM100,000	-	4
RM650,001 to RM700,000	1	-

Notes: Successive bands of RM50,000 are not shown entirely as they are not represented.

The details of the remuneration for the Directors of the Company for the year under review are disclosed in the CG Report.

B PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee

The Audit Committee assists the Board in discharging its duty in maintaining a sound internal control system and in fulfilling its fiduciary responsibilities particularly in financial accounting and reporting to safeguard the shareholders' investment and the Company's assets.

The terms of reference of the Audit Committee can be viewed at the Company's website and further information on the Audit Committee are set out in the Report of the Audit Committee.

B PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee (Cont'd)

Compliance with Applicable Financial Reporting Standards

The Board aims to present a balanced and understandable assessment of the Group's financial performance and prospects to the shareholders, primarily through its annual financial statements and unaudited interim results, as well as other corporate announcements, the Chairman's Statement and other reports in the Annual Report. The Audit Committee assists the Board in reviewing the annual financial statements and unaudited interim results to ensure accuracy and adequacy. The Board also takes responsibility to ensure that these financial statements are drawn up in accordance with the provisions of the Companies Act 2016 and the applicable financial reporting standards in Malaysia.

The Statement of Directors' Responsibilities pursuant to the Bursa Securities Main Market Listing Requirements is set out on page 98 of this Annual Report.

Assessment of Suitability and Independence of External Auditors

The role of the Audit Committee in relation to external auditors is described in the Audit Committee Report set out in the ensuing pages of this Annual Report. The Company has maintained a close and transparent relationship with its auditors in seeking professional advice and ensuring compliance with applicable approved accounting standards in Malaysia.

The external auditors have full access to the books and records of the Group at all times. From time to time, the external auditors highlight and update the Audit Committee on matters that require their attention.

The Audit Committee meets with the external auditors to discuss their audit plan, audit findings and the Company's financial statements. At least twice a year and whenever necessary, the Audit Committee will meet with the external auditors without the presence of executive Board members and management personnel, to allow the Audit Committee and the external auditors to exchange independent views on matters which require the Audit Committee's attention.

The external auditors are also invited to attend the Company's AGM and are available to answer any questions from shareholders on the conduct of the statutory audit and the contents of the annual audited financial statements.

During the year under review, the Audit Committee met twice with the external auditors without the presence of the Executive Directors and management to discuss any issues the external auditors may raise. No significant issues that may materially affect the performance of the Group were raised during these meetings. The external auditors have declared their independence to the Audit Committee and their compliance with By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.

The Audit Committee also carried out an annual assessment on the performance, suitability and independence of the external auditors based on the following key areas:

i) quality of service;
ii) capability of the audit team;
iii) sufficiency of resources;
iv) scope of audit and planning;
v) audit fees and non-audit fees, if any, including the nature and extent of the non-audit services rendered and the appropriateness of the level of fees;
vi) communication and interaction; and
vii) independence, objectivity and professional scepticism.

The Audit Committee also took into consideration the comments and viewpoints of the management during the annual assessment.

B PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee (Cont'd)

Assessment of Suitability and Independence of External Auditors (Cont'd)

The committee acknowledged their sound technical expertise, credibility and capability in carrying out the audit of the Group and recommended to the Board for their re-appointment at the forthcoming AGM. The Board, after deliberating on the audit team's effectiveness and their performance, supported the recommendation of the Audit Committee to recommend Messrs. Ernst and Young PLT for re-appointment at the forthcoming AGM.

The Audit Committee also considered the non-audit services provided by the external auditors during the year ended 31 December 2020 and concluded that save for the following, there were no significant non-audit services provided by the external auditors:

NON-AUDIT FEES	RM
Review of Directors' Statement on Risk Management and Internal Control	10,000

Related Party Transactions

An internal compliance framework exists to ensure that the Group meets its obligations under the Bursa Securities Main Market Listing Requirements for any related party transactions and conflict of interest situation which may arise within the Company or the Group. The Board, through the Audit Committee, reviews material related party transactions, if any. A Director who has an interest in a transaction will abstain from deliberating and voting on the relevant resolution in respect of such transactions at the Board meeting.

During the year under review, the Internal Auditor has reviewed the related party transactions and reported that those related party transactions did not trigger any disclosure requirements pursuant to the Bursa Securities Main Market Listing Requirements save for the agreement to lease SEGi College Subang Jaya new campus which was approved by shareholders during the Extraordinary General Meeting held on 23 September 2020 and relevant announcements were made accordingly.

II. Risk Management and Internal Control Framework

The Board acknowledges its responsibility for maintaining a sound system of risk management and internal control in the Company and the Group. The risk management and internal control system are designed to manage, but not eliminate the risks faced by the Group within acceptable and appropriate levels. These controls provide reasonable but not absolute assurance against material misstatements, loss or fraud.

The Directors' responsibilities for the Group's system of internal controls cover not only the financial aspects but also compliance and operational controls. The Board also considers risk management matters and reviews the adequacy and integrity of the risk management system. The Group has formal Standard Operating Procedures which are reviewed from time to time. The risk management and internal control system is also regularly reviewed by senior management and recommendations are made to the Audit Committee and Board for approval.

B PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

II. Risk Management and Internal Control Framework (Cont'd)

Risk Management Committee

The Risk Management Committee is established to oversee the implementation of the risk management system in the Group. The committee reports directly to the Board and assists the Board in overseeing the risk management processes of the Group.

The key components of the risk management and internal control system are set out in the Statement on Risk Management and Internal Control.

The Risk Management Committee consists of the following members:

Dato' Amos Siew Boon Yeong Independent Non-Executive Director	Chairman
Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil Independent Non-Executive Director	Member
Hew Moi Lan Executive Director/Group Chief Executive Officer	Member
Edwin Fua Chye Jin Non-Independent Non-Executive Director	Member

The Group recognises that risk is an integral and unavoidable component of its business and is committed to managing all risks in a proactive and effective manner. The Risk Management Committee is assisted by the RMC Working Committee ("RMWC").

The RMWC, comprising the heads from various business units and corporate departments, was formed to identify, evaluate and manage risks that affect the operations and performance of the Group. The principal risks identified will then be highlighted in the Risk Management Committee meetings and Board meetings. Appropriate actions were proposed and implemented to mitigate the risks to an acceptable level.

The Risk Management Committee met twice during the year under review.

As an on-going process, significant business risks faced by the Group are identified and evaluated, and consideration is given to the potential impact the risks have on our organisation. This includes examining principal business risks in critical areas, assessing the likelihood of happening and identifying the measures taken to mitigate, avoid or eliminate these risks.

Internal Audit Function

The Board has established an in-house internal audit department to assist the Audit Committee and the Board in providing independent assessments on the adequacy, efficiency and effectiveness of the Group's risk management, internal control and governance systems.

The Internal Audit department is staffed by 3 and it is led by Ms. Jade Lim Yuen Har (Director, Internal Audit). Ms. Jade Lim obtained her Bachelor of Science in Accounting and Finance from the University of London (External Programme) in 2002. She is also a professional member of the Association of Chartered Certified Accountants (ACCA) and The Institute of Internal Auditors Malaysia (CMIIA).

The Internal Audit Charter is established to ensure the Internal Audit function is free from any conflict of interest, which could impair their objectivity and independence. In addition, the Internal Audit SOP is established to ensure that the Internal Audit function carries out their duties closely in line with the International Professional Practices Framework (IPPF).

B PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

II. Risk Management and Internal Control Framework (Cont'd)

Internal Audit Function (Cont'd)

During the financial year ended 31 December 2020, the Internal Audit function carried out the following activities to assure the Audit Committee regarding the risk management, internal control and governance state of the Group:

i) Based on the approved 2020 Internal audit plan which was formulated after considering key business processes and risks of the Group, the Internal Audit carried out audits on SEGi University and Colleges and key Corporate offices.

ii) The Internal Audit reports and follow-up audit results were tabled to the Audit Committee and Management to ensure agreed action plans are indeed carried out to address significant findings.

iii) Reported to the Audit Committee special audit reports which are not covered in the approved internal audit plan. Special audit assignments are value added services requested by the Management in relation to compliance, governance, risk management and internal controls.

iv) Reviewed, investigated and verified certain whistle-blowing issues and reported to Audit Committee on the findings and outcomes.

The total cost incurred for the Internal Audit function for 2020 was approximately RM350,000.

Details of the Company's internal control processes are presented in the Statement on Risk Management and Internal Control which appear in the ensuing pages of this report.

C PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIPS WITH STAKEHOLDERS

I. Communication with Stakeholders

The Group is committed to maintaining a high standard for the dissemination of relevant and material information on the development of the Group. The Group also places strong emphasis on the importance of timely and equitable dissemination of information to stakeholders.

SEGi will also leverage on information technology to disseminate all publications to shareholders via electronic means to promote more efficient engagement and communication with shareholders.

The Group welcomes inquiries and feedback from shareholders and other stakeholders. All queries and concerns regarding the Group may be conveyed to the following persons:

i. **Cheryl Chong Poh Yee**
Group Chief Financial Officer

ii. **Hew Ling Sze**
Company Secretary

Telephone number : 603-6287 3777
Facsimile number : 603-6145 2679
Email : corporate@segi.edu.my

The Board has appointed Dato' Amos Siew Boon Yeong, a Senior Independent Non-Executive Director, to whom all concerns regarding the Company may be conveyed.

C PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIPS WITH STAKEHOLDERS

I. Communication with Stakeholders (Cont'd)

Corporate Disclosure Policies and Procedures

The Company is committed to providing timely, accurate and credible disclosure of material information, in compliance with disclosure requirements of Bursa Securities Main Market Listing Requirements and all other applicable legal and regulatory requirements, in order to keep our stakeholders, shareholders and other market participants fully informed and to enable orderly behaviour in the market.

The Company has in place policies and procedures ("the Disclosure Policy") to ensure comprehensive, accurate and timely disclosures. The objectives of the Disclosure Policy are to develop and maintain realistic investor expectations by ensuring all required disclosures are made on a broadly disseminated basis. It is imperative to ensure all our stakeholders and shareholders have equal access to such information. Contact and communication with stakeholders, shareholders, other market participants or regulatory authorities are conducted through the authorised spokesperson or any other officers as may be authorised by the authorised spokesperson.

Leverage on Information Technology for Effective Dissemination of Information

The Group's corporate website at www.segi.edu.my provides quick access to information about the Group. The information on the website includes corporate profile, key management profiles, corporate policies and annual reports of the Company. The corporate website also incorporates an Investor Relations section which provides all relevant information on the Company which is accessible to the public. This includes but is not limited to all announcements made by the Company and press releases.

II. Conduct of General Meetings

Shareholders' Participation at General Meetings

The AGM provides a platform for two-way communication between the Company and shareholders. The notice and agenda of AGM together with the Form of Proxy are given to shareholders at least twenty-one days before the meeting to give the shareholders sufficient time to prepare themselves to attend the AGM either in person, by corporate representative or by proxy.

The Board observes the requirement under the Practice 12.1 of MCCG to serve notice for at least 28 days prior to the meeting, and will strive for it to ensure the shareholders are given sufficient notice and time to peruse the annual report and consider the resolutions that will be discussed and decided at the General Meetings.

The Chairman and the Board encourage shareholders to attend and participate in the AGM, as it forms an important platform where the shareholders can engage directly with the Board and the management and take the opportunity to raise questions and seek clarification on any matters pertaining to the business and financial performance of the Group. The Directors and senior management, together with the External Auditors, are available to respond to questions from the shareholders during the meeting.

Poll Voting

The Board will implement poll voting for all the resolutions to be passed in all general meetings. The Company will appoint an independent scrutineer to undertake the polling process and to validate the votes cast at the general meeting.

FOSTER COMMITMENT

Time Commitment

The Directors observe the recommendations of the MCCG that they are required to notify the Chairman before accepting any new directorships and to indicate the time expected to be spent on the new appointment.

The Board, with the assistance from the Company Secretaries, will draw a proposed timetable for the Board and Board Committee meetings, including AGM, to be held in the next calendar year, to ease the Directors in planning their schedules to attend the Board and Board Committee meetings.

The Board meets on a scheduled basis, at least once every quarter with additional meetings held as and when urgent issues arise and important decisions are required to be made between the scheduled quarterly meetings. The Board has a formal schedule of matters reserved to it for decisions, including the approval of annual and quarterly results, major acquisitions and disposals, material contracts or agreements, major capital expenditures, major decisions affecting business operations and performance of the Group. All Board members exercise independent judgement when deliberating matters concerning the Group including strategy, operations, performance, finance, resources and standard of conduct.

Senior management staff and/or external advisors may be invited to attend the Board meetings to advise the Board on issues under their respective purview.

The Board is satisfied with the level of time commitment given by the Directors in fulfilling their roles and responsibilities. During the year ended 31 December 2020, six meetings were held. The Directors have dedicated adequate time and effort to attend the Board and Board Committee meetings held. The attendances of the Board of Directors are as follows:

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas	6 out of 6 (100%)
Tan Sri Clement Hii Chii Kok	6 out of 6 (100%)
Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil	6 out of 6 (100%)
Hew Moi Lan	6 out of 6 (100%)
Nicholas Rupert Heylett Bloy	4 out of 6 (67%)
Dato' Amos Siew Boon Yeong	6 out of 6 (100%)
Dato Goh Leng Chua	6 out of 6 (100%)
Edwin Fua Chye Jin	6 out of 6 (100%)

The Directors will also ensure that they must not hold directorships at more than five public listed companies to ensure that their commitment, resources and time are more focused to enable them to discharge their duties effectively.

Training and Development of Directors

Mandatory Accreditation Programme will be organised for newly appointed Directors, if necessary. The Directors who have completed the Mandatory Accreditation Programme continuously attend various training programmes to stay abreast with developments in the marketplace and new statutory and regulatory requirements. The Board recognises the importance of Directors keeping abreast with industry development and trends. The Directors are also regularly updated on new and relevant statutory as well as regulatory guidelines during the Board meetings.

Training and Development of Directors (Cont'd)

The Company regularly identifies relevant training programmes, either internal or external, for the Directors and members of the Board Committees. During the year under review, the Directors attended education programmes and seminars in connection to the relevant changes in laws and regulations, updates on accounting and auditing standards, practices and rules, capital market developments, and risk management to stay abreast with developments in the market place. Among the relevant programmes/trainings attended were as follows:

DIRECTOR	NAME OF PROGRAMME	DATE
Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
Tan Sri Clement Hii Chii Kok	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
	Fraud Risk Management Workshop	3 December 2020
Hew Moi Lan	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
	Fraud Risk Management Workshop	3 December 2020
Nicholas Rupert Heylett Bloy	AVCJ HK (Investment Summit Day 1) Topic: Track 2: Southeast Asia – Order in fragmentation?	18 November 2020
Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
Dato' Amos Siew Boon Yeong	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
	National Tax Conference 2020	25 & 26 August 2020
	ISA 315 (Revised) Identifying & Assessing The Risks of Material Misstatement & ISA 240 The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements	21 October 2020
	ISA 600 Special Considerations – Audits of Group Financial Statements	9 November 2020
	Seminar Percukaian Kebangsaan 2020	12 November 2020
Dato Goh Leng Chua	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
Edwin Fua Chye Jin	Section 17A of the Malaysian Anti-Corruption Commission Act 2009	28 February 2020
	Industrial 4.0 and its impact of Malaysia Capital Market	11 March 2020
	8 Highly Effective Investment Habits of the Successful Investor	17 March 2020

The Board will continue to evaluate and determine the training needs of its Directors on an ongoing basis.

COMPLIANCE STATEMENT

The Board has taken steps to ensure that the Group complied with the principles and practices of the MCCG. The Board will take the initiative and effort to enhance those departures disclosed above and in the CG Report, or consider for alternative measures, if necessary.

The Board believes that there is always room for improvement and is continuously exploring new measures and opportunities to enhance the system of governance and meet stakeholder expectations.

This statement was approved by the Board of Directors during the Board Meeting held on 23 April 2021.

The Board of Directors is pleased to present the Audit Committee ("AC" or "the Committee") Report for the year ended 31 December 2020.

COMPOSITION

The AC comprises three members, all of whom are non-executive Directors, with a majority of them being independent:

Dato' Amos Siew Boon Yeong Independent Non-Executive Director	Chairman
Dato Goh Leng Chua Independent Non-Executive Director	Member
Edwin Fua Chye Jin Non-Independent Non-Executive Director	Member

The Chairman, Dato' Amos Siew, is a member of Malaysian Institute of Certified Public Accountants as well as Malaysian Institute of Accountants ("MIA"). Mr. Edwin Fua is also a member of MIA. As such, the composition of the AC is in line with the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR").

The Nominating Committee ("NC") evaluates the AC annually and is satisfied that the AC members have sufficient, recent and relevant areas of expertise in fulfilling their roles and responsibilities. The AC members are also financially literate and are able to analyse and interpret financial statements in order to effectively discharge their duties and responsibilities as members of the AC. The NC reported to the Board on the results of the appraisals and were endorsed by the Board.

MEETINGS

During the year under review, six meetings were held. The attendance of each member was as follows:

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Dato' Amos Siew Boon Yeong	6 out of 6 (100%)
Dato Goh Leng Chua	6 out of 6 (100%)
Edwin Fua Chye Jin	6 out of 6 (100%)

Certain members of senior management attended the meetings by invitation of the Committee. The external auditors were also present at certain meetings to report to the Committee on their audit plan, their audit report, any major audit findings and any other specific issues. The Committee also met two times during the financial year with the external auditors without the management present.

The Secretary was responsible for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The minutes of each AC meeting were recorded and tabled for confirmation at the next meeting and they were subsequently circulated to the Board of Directors for information. The Chairman of the Committee also reported the outcomes of each meeting to the Board during the Board meetings which were held immediately after the AC meetings.

The Terms of Reference of the Committee is available on the Company's website, https://segi.edu.my/images/term_ref_audit_committee.pdf.

ACTIVITIES DURING THE YEAR

During the year under review, the Committee carried out the following activities in discharging its functions and duties:

i. Financial reporting

- Reviewed the quarterly reports of the Group and audited financial statements of the Company and the Group to ensure that they were in compliance with the requirements of applicable approved accounting standards and relevant authorities before recommending for the Board's consideration and approval. The AC enquired with the management on the fluctuations in the financial performance and position of the Group and made enquiries on the processes to ensure that adequate controls were in place to ensure the accuracy of reporting.
- Reviewed the Company's compliances, in particular the quarterly reports and audited financial statements, with the provisions of the Companies Act 2016, MMLR, applicable approved accounting standards in Malaysia and other relevant legal and regulatory requirements. The AC also made enquiries on the change of accounting policies, if any, to ensure conformity to the applicable approved accounting standards.

ii. External auditors

- Reviewed the external auditors' scope of work, areas of audit emphasis and audit plans for the year prior to the commencement of the annual audit with the Partner and representatives from the external auditors who presented their audit strategy and plan.
- Reviewed with the external auditors the results of the audit and the audit report and considered the major findings by the external auditors and the management's responses thereto.
- Reviewed the assistance given by the Group employees to the auditors.
- Considered and recommended to the Board for approval the audit fees payable to the external auditors as disclosed in the notes to the financial statements.
- Performed annual assessments to evaluate the objectivity, performance and independence of the external auditors, including their suitability, independence, performance and quality of work provided and recommended to the Board to table for shareholders' approval on their re-appointment.
- Reviewed and assessed the quotations for the non-audit services from the external auditors and ensured that the provision of these services would not compromise the external auditors' independence, if they are being engaged for their services.
- Met with the external auditors independently without the presence of the management.

iii. Internal auditors

- Reviewed the effectiveness of the internal audit processes, internal audit department's annual work plan, audit function resource requirements, and assessed the performance of the internal auditors to ensure the department has sufficient and adequate manpower and there were no suppression or infringement on scope imposed by the management.
- Reviewed the programmes and annual internal audit plan for the current financial year to ensure adequate scope and comprehensive coverage of the activities of the Company and the Group. The Committee also ensured that significant risks identified are covered in the internal audit plan.
- Reviewed the reports of the internal auditors, arising from their special review, annual audit reviews and follow-up reviews to ensure relevant controls are put in place to mitigate significant risks faced by the Group and address significant audit findings highlighted in the audit reports respectively.
- Met with the internal auditors independently without the presence of the management.

iv. Reviewed the whistle-blowing issues with the internal auditors, and discussed with management the issues to ensure that proper investigation(s) were conducted while protecting the anonymity of the whistle-blowers.

ACTIVITIES DURING THE YEAR (Cont'd)

v. Reviewed the Company's Audit Committee Report and the adequacy of its terms of reference and Statement on Risk Management and Internal Control ("SORMIC") to ensure the contents therein are accurate and in compliance with the MMLR, prior to recommending the same to the Board for approval.

vi. Reviewed the related party transactions entered into by the Company and the Group, especially on the agreement to lease SEGi College Subang Jaya new campus, and the disclosure of such transactions in the annual report of the Company, where necessary.

vii. Deliberated on impact and strategies resulting from the COVID-19 pandemic, namely, reviewed the revised Budget 2020 and the strategies undertaken by management, deliberated with the external auditors on their review of the management's assessment of the future cashflow relating to the effect of COVID-19 outbreak and evaluated the effects of COVID-19 on SEGi.

viii. Reviewed the extent of the Group's compliances with provisions set out in the Malaysian Code on Corporate Governance ("the Code") in relation to financial reporting, Internal Audit function, audit and risk management and recommended to the Board action plans to address identified gaps between the Group's existing corporate governance practices and the prescribed corporate governance principles and best practices under the Code.

INTERNAL AUDIT FUNCTION

The Audit Committee is supported by an in-house and independent Internal Audit Department who performs the internal audit function for the Group. The main role of the Internal Audit Department is to review the effectiveness of the system of internal control and risk management within the Group and this is performed with impartiality, proficiency and due professional care.

It is the responsibility of the Internal Audit Department to provide the Audit Committee with independent and objective report on the state of internal control of the various operating units within the Group and the extent of compliances with the Group's established policies and procedures as well as the relevant statutory requirements.

During the year, the Internal Audit Department has performed audits on the Group's Institutions and key corporate departments in accordance to the approved Internal Audit Plan as well as some ad-hoc special audits and reviews as assigned by the Senior Management. The internal auditors reviewed the internal controls and key operating processes of the Group businesses, related party transactions and ascertained the extent of compliance with the established Group Policies and Standard Operating Procedures, and statutory requirements. The completed audit reports were presented to the Audit Committee for deliberation and follow-up audits were also performed to ensure Management had addressed and to control weaknesses accordingly. The internal auditors also conducted investigations on certain allegations raised by whistle-blowers to ensure appropriate actions, as well as corrective steps, if any, were carried out.

Further details of the Internal Audit Function and its activities are found in the Corporate Governance Overview Statement and SORMIC in this Annual Report.

The Audit Committee Report was approved by the Board of Directors on 23 April 2021.

INTRODUCTION

The Board of Directors ("Board") is pleased to outline the state and key elements of the risk management and internal control of the Group for the financial year ended 31 December 2020. This statement has been prepared in accordance with the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers ("Guidelines") issued on 31 December 2012, which is in line with Paragraph 15.26(b) of the Main Listing Requirements of Bursa Malaysia Securities Bhd and Principle B of the Malaysian Code on Corporate Governance.

THE BOARD'S RESPONSIBILITY

The Board remains committed towards operating a sound risk management and internal control system and has recognised that the system must continuously evolve to support the type of business and size of operations of the Group. In view of the limitations inherent in any system of risk management and internal control, the Board is aware that such system is designed to manage risk exposures within the Group's risk appetite rather than the complete elimination of the risk of failure to achieve business objectives. The system can therefore only provide reasonable, but not absolute assurance, against material misstatement or loss.

The Group has an on-going process for identifying, evaluating and managing the significant risks it faces. The Board regularly reviews the results of this process, including measures taken by Management to address areas of key risks as identified. This process has been in place for the financial year under review and up to the date of approval of this Statement.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group has applied the "Three Lines of Defence" Model for the organisation of the risk management and internal control system.

The Board is assisted by the Risk Management Committee ("RMC") and the Audit Committee ("AC"), which have been delegated with primary oversight responsibilities on the Group's risk management and internal control system. The Board remains responsible for the overall governance of risk and internal control, as well as for all the actions of the Board Committees with regard to the execution of the delegated oversight responsibilities.

The Senior Management Committee assists the Board to oversee the risk management activities and to provide oversight and support over the governance and risk management processes.

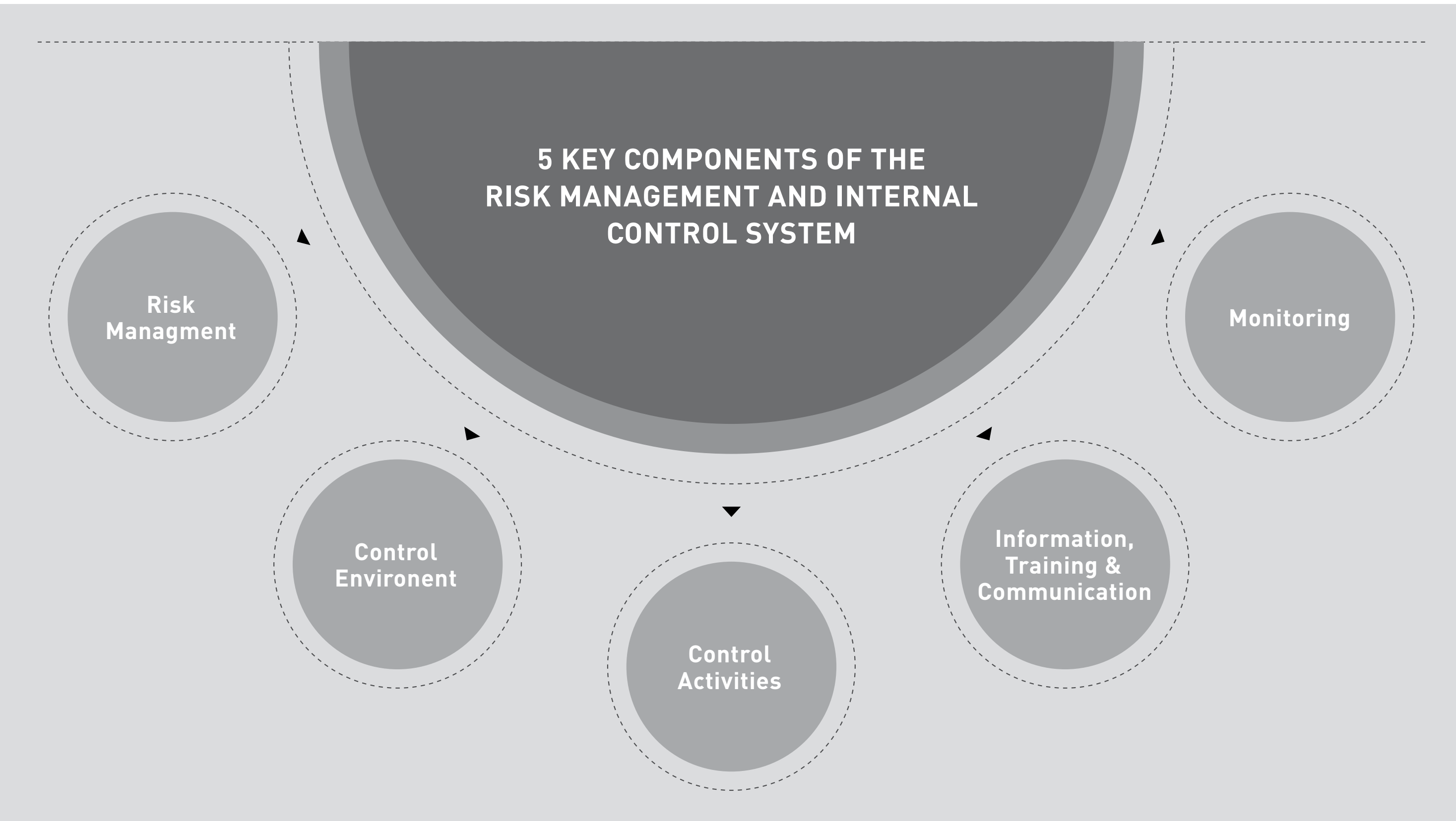
i) 1st Line of Defence
The first line of defence comprises the risk management activities of the Group. This includes the establishment of the code of conduct, policies and procedures as well as the core competencies of the Group.

ii) 2nd Line of Defence
The second line of defence is to provide oversight and support. The policy and procedures owners are responsible to regularly review and update the policies and procedures to ensure that sufficient internal controls are embedded into the relevant functions.

The Group has also established the Risk Management Working Committee ("RMWC") who assists the RMC to review and manage the risk profile of the Group.

iii) 3rd Line of Defence
The third line of defence is the in-house Internal Audit function who conducts independent assessment on the adequacy and effectiveness of the Group's risk management, internal control and governance systems.

5 KEY COMPONENT OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM



1) Risk Management

The Board has entrusted the RMC to review the risk management processes within the Group.

The RMC is assisted by the RMWC which comprised of Top and Senior Management ("Management") of the Group to identify and assess significant risks to be updated into the risk profile of the Group. The RMWC will also formulate relevant control mechanisms to address the identified risks accordingly.

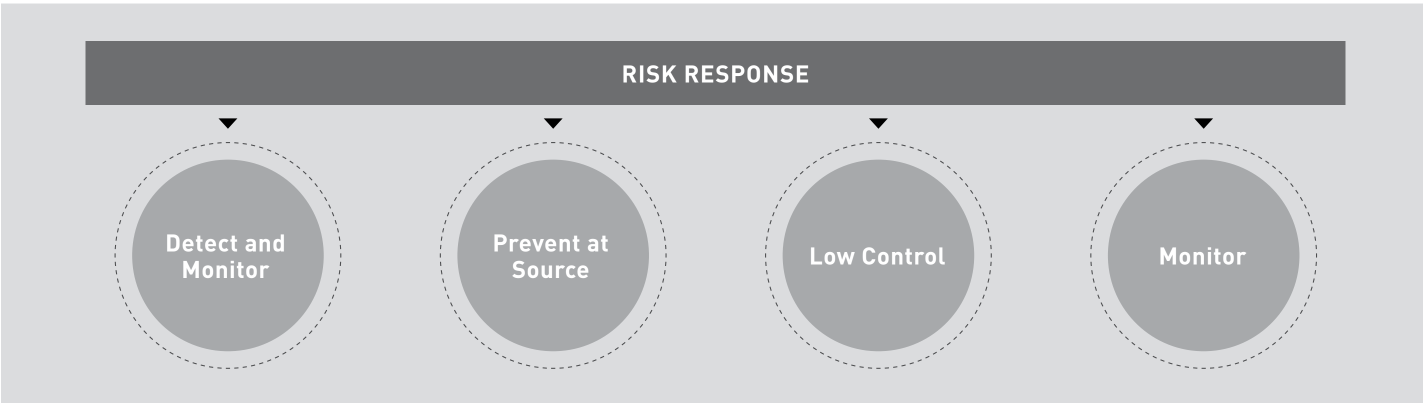
1) Risk Management (Cont'd)

Strategic	Reputational	Regulatory	Financial	Operational	Health

Significant risks of the Group identified are grouped into the following 6 categories:

i) Strategic
ii) Reputational
iii) Regulatory
iv) Financial
v) Operational
vi) Health

The associated business risks from these 6 categories are first being assessed and rated based on their risk likelihood and impact. After risk assessment, the identified business risks are then mapped onto the Risk map which is divided into 4 Quadrants to determine relevant actions plan to be devised:-



i) "Prevent at Source" Risk

Risks in this quadrant are classified as Primary Risks and are rated "high" priority. They are the critical risks that threaten the achievement of the Group's objectives. These risks are both significant in consequence and likely to occur. They should be reduced or eliminated with preventive controls and should be subject to control evaluation and testing.

ii) "Detect and Monitor" Risk

Risks in this quadrant are significant, but they are less likely to occur. To ensure that the risks remain low likelihood and are managed by the Group appropriately, they need to be monitored on a rotational basis. Detective controls should be put into place to ensure that these high significant risks will be detected before they occur. These risks are second priority after Primary Risks.

iii) "Monitor" Risk

Risks in this quadrant are less significant, but have a higher likelihood of occurring. These risks should be monitored from time to time to ensure that they are being appropriately managed and that their significance has not changed due to changing business conditions.

iv) "Low Control" Risk

Risks in this quadrant are both not significant and unlikely to occur. They require minimal monitoring and control unless subsequent risk assessments indicate a substantial change, prompting a move to another risk category.

For business risks which are rated and mapped at the top Quadrant of the Risk Map, the RMWC would then discuss to formulate relevant action plans with deadlines set to mitigate them accordingly. The Risk Profile is then updated with the risk assessment results and action plans and deadlines to manage the risk.

The RMC reviews the Risk Profile to monitor the action plans devised are indeed carried out to mitigate the risks faced by the Group. During the year, four RMWC and two RMC meetings were conducted to review the Risk Profile and the outcomes of the meetings were also presented to the Board.

2) Control environment

i) THE AUDIT COMMITTEE ("AC")

The Board has tasked the AC with established Terms of Reference to examine the effectiveness of the Group's System of Internal Control.

In order to achieve that, the AC evaluates the internal audit function to assess its effectiveness in discharging of its responsibilities. Internal audit findings are presented, together with the Management's comments and proposed action plans, to the AC for its review. The AC also ensures the internal audit function follows up and reports on the status of the implementation of action plans by the Management on the findings.

The AC had updated the Board on the status of the Group's System of Internal Control in the Board meetings conducted during the year.

The AC also reviewed and ensured relevant measures had been carried out by the Management to address the internal control weaknesses raised by the external auditors during the AC meetings.

ii) The planning and management of the Group's business operations are well documented in the Group Organisational Chart approved by the Group Managing Director.

iii) Key functions such as finance and treasury, legal, people management, regulatory, and marketing matters are controlled centrally to ensure consistency in the setting and application of policies and procedures relating to these functions, and reduce duplication of works, thereby promoting efficiency in the Group.

iv) Key business processes of the Group are governed by Standard Operating Procedures to ensure consistency in delivery of quality academic and support services to students, integrity and timeliness of the Financial Statements, as well as good governance processes in engagement of goods and services and payments to suppliers. The Group key institutions' examination departments are ISO certified in order to further enhance the integrity of the examination processes.

3) Control Activities

i) The Senior Management Committee, which comprises the Group's Top and Senior Management, evaluates and approves major business decisions, procurements and policies.

ii) Business strategies, sales targets and budgets are set by Key Management together with Heads of Business units and approved by the Executive Committee ("EXCO"). These targets and budgets together with any major operational issues are regularly monitored and discussed at the Senior Management meetings.

4) Information, Training and Communication

i) Monthly financial performance and key business indicators are tabled and deliberated at the monthly EXCO meetings. Major business strategies and operational issues are also discussed at these meetings.

ii) The Executive Directors and Group Top and Senior Management report to the Board the financial performances of the Group during the regular Board meetings. Major investments and business strategies are also discussed and approved by the Board.

iii) Training and development programmes such as ISO, health and safety, technical and leadership trainings are organised for employees to ensure that they are equipped with necessary knowledge and skills as well as being kept up to date with the necessary competencies to carry out their responsibilities towards achieving the Group's objectives.

iv) The Group Human Resource Management and Internal Audit function has collaborated to roll-out the awareness sessions on the Code of Conduct and Compliance Learning to create awareness on the importance of controls and compliance with the code of conduct as well as the policies and procedures.

v) Induction programme for new joiners is organised with the aim of raising their awareness and educating them on the Group's approach to risk management and internal control. Such sessions also provide a forum to enhance the participants' understanding on the Group's risk management and control procedures as well as their roles in managing the risks.

5) Monitoring

i) The independent internal audit function provides assurance to the RMC and AC regarding the state of the risk management, governance and internal control systems of the Group by carrying out regular audits.

ii) An Internal Control Rating Framework has been formulated to provide the AC with a better understanding of the conclusions derived in the internal audit reports regarding the state of the internal control and governance systems of SEGi University and Colleges.

iii) The Safety and Health Committee reviews the occupational safety and health procedures within the Group's institutions.

iv) The Whistle Blowing Policy provides a transparent and confidential platform for employees to raise any concerns about suspected misconduct within the Group without fear of retaliation.

ASSURANCE

The Group has also obtained reasonable assurance from the Group Managing Director and Group Chief Financial Officer on the adequacy and effectiveness of the risk management and Group's System of Internal Control in all material aspects, during the financial year under review.

CONCLUSION

The Board is of the view a sound risk management and internal control system is in place for the financial year under review, and up to the date of approval of this statement, for identifying, evaluating and managing significant risks faced by the Group. This process is regularly reviewed by the Board to safeguard shareholders' investment.

During the financial year under review, there were no major weaknesses of internal control which resulted in material losses, contingencies or uncertainties that would require a disclosure in the Group's Annual Report.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report of the Group for the financial year ended 31 December 2020. Their limited assurance review was performed in accordance with the Audit and Assurance Practice Guide 3 (AAPG3) issued by the Malaysian Institute of Accountants.

Based on the review, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe this Statement is inconsistent with their understanding of the processes the Board has adopted in reviewing adequacy and effectiveness of the Risk Management and Internal Control system of the Group.

This Statement was approved by the Board of Directors on 23 April 2021.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Board is responsible for ensuring that the financial statements of the Group give a true and fair view of the state of affairs of the Group and of the Company as at the end of the year, and of their results and cash flows for the year then ended. The Directors also ensured that the financial statements are drawn up in accordance with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act 2016.

In preparing the financial statements, the Directors have adopted and consistently applied suitable accounting policies and made reasonable and prudent judgements.

The Directors are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

This statement was approved by the Board of Directors on 23 April 2021.

OTHER INFORMATION REQUIRED BY THE BURSA SECURITIES LISTING REQUIREMENTS

1. Utilisation of Proceeds Raised from Corporate Proposals

There were no proceeds raised from corporate proposals in the year under review.

2. Audit and Non-Audit Fees

For the financial year ended 31 December 2020, the amounts of audit fees paid or payable by the Company and the Group to the external auditors are as follows:-

	Group RM	**Company RM**
Audit fees	504,000	120,000
Non-audit fees in relation to review of Statement on Risk Management and Internal Control & other services	167,000	10,000

3. Material Contracts

Save as disclosed below, there were no material contracts entered into by the Company and its subsidiaries, involving the interest of directors and/or major shareholders, either still subsisting at the end of the year or, if not then subsisting, entered into since the end of the previous year.

On 8 July 2020, SEGi College (Subang Jaya) Sdn Bhd ("SCSJ"), one of the wholly owned subsidiary company of the Company, entered into an agreement to lease with HCK Capital Holdings Sdn Bhd, ("HCHSB"), a wholly owned subsidiary company of HCK Capital Group Berhad ("HCK"), for the leasing of part of a development namely, Edumetro @ Subang Jaya ("Leased Property"), as SCSJ new campus, for a leasing tenure of 12 years ("Leased Tenure") commencing from a date to be mutually agreed in June 2022 ("Lease Commencement Date") (hereinafter referred to the "Agreement to Lease").

The Agreement to Lease is to set out mutual agreement on the terms and conditions of an agreement to lease the Leased Property whilst pending completion of the development and construction of Leased Property. The lease of the Leased Property will take effect only on the Lease Commencement Date, subject to the delivery of vacant possession of the Leased Property to HCHSB and completion of Additional Specifications on the Leased Property on the effective date of the Lease Tenure.

There was no consideration passing save for the refundable security monies paid upon execution of the Agreement to Lease.

Tan Sri Clement Hii Chii Kok ("TSC"), the Group Managing Director and major shareholder of the Company, is also the Executive Chairman and major shareholder of HCK. Pinnacle Heritage Solutions Sdn Bhd ("PHS"), the major shareholder of the Company, is a party acting in concert with TSC pursuant to the shareholders agreement dated 25 April 2012 entered between TSC and PHS. Mr. Nicholas Rupert Heylett Bloy, the Non-Independent Non-Executive Director and major shareholder of the Company by virtue of his interest in PHS pursuant to Section 8(4) of the Companies Act 2016 is considered a person connected with PHS.

Save as disclosed above, none of the Directors and/or major shareholders of the Company, and/or persons connected with them have any interest, whether direct or indirect, in the Agreement to Lease.

OTHER INFORMATION REQUIRED BY THE BURSA SECURITIES LISTING REQUIREMENTS

4. Recurrent Related Party Transactions of a revenue or trading nature

There were no recurrent related party transactions of revenue nature which required shareholders' mandate during the year ended 31 December 2020.

5. Long Term Incentive Plan ("LTIP")

On 1 July 2014, the Company implemented a LTIP for a period of 10 years. The LTIP comprises the Employees' Share Option Scheme ("ESOS") and Share Grant Plan ("SGP") for the eligible directors and employees of the Company and its subsidiaries ("Eligible Persons"). The SGP is intended to allow the Company to award Performance Share Plan ("PSP") Grant to Eligible Persons.

During the financial year, no ESOS options and PSP Grants were granted and vested by the Company under ESOS and SGP respectively. No ESOS options have been exercised as at the date of this report.

During the financial year under review ("FY2020"), there is only 1 existing plan and the details of the LTIP are as follows:

LTIP	Total number of ESOS options or PSP Grants granted	Total number of ESOS options exercised or PSP Grants vested	Total ESOS options or PSP Grants outstanding
ESOS option	3,956,270	-	3,373,751
PSP Grant	2,037,433	549,933	1,487,500

As at 31 December 2020, the aggregate ESOS and PSP granted to Directors and Chief Executive are as follows:

Directors	Aggregate ESOS options or PSP Grants granted	Aggregate ESOS options exercised or PSP Grants vested	Aggregate ESOS options or PSP Grants outstanding
ESOS option	306,939	-	306,939
PSP Grant	205,054	172,654	32,400

In accordance to the By-Laws, the aggregate maximum allocation applicable to Directors and Senior Management is 60%. The total amounts of ESOS options and PSP Grants granted and vested to the Directors and senior management during the financial year under review and since commencement of the LTIP were 0.05% and 0.64% respectively.

No ESOS options were offered to and exercised by, or PSP Grants were granted to and vested in the Non-Executive Directors, under the LTIP, in respect of the financial year under review and since commencement of the LTIP.

APPROACHING OUR FINANCIAL STATEMENTS

DIRECTORS' REPORT

Directors' report

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2020.

Principal activities

The Company is principally engaged in the businesses of investment holding and provision of management consultancy services, property management, rental of premises, business advisory services and educational and training services.

The principal activities and other information relating to the subsidiaries are disclosed in Note 18 to the financial statements.

Results

	Group RM'000	**Company RM'000**
Profit net of tax	39,176	33,262
Attributable to:		
Equity holders of the Company	39,181	33,262
Non-controlling interests	(5)	-
	39,176	33,262

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the directors, except as disclosed in the financial statements, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

Dividend

The amounts of dividend declared by the Company since 31 December 2019 were as follows:

	RM'000
In respect of the financial year ended 31 December 2020:	
Interim single tier dividend of RM0.025 per ordinary share each amounting to RM30,645,720 declared on 3 November 2020 and paid on 25 November 2020	30,646

The directors do not propose any final dividend for the financial year ended 31 December 2020.

Issue of shares and debentures

The Company did not issue any new shares or debentures during the financial year.

Long-Term Incentive Plan

The Company's Long-Term Incentive Plan ("LTIP") is governed by the By-Laws which were approved by the shareholders on 18 June 2014. The LTIP was implemented on 1 July 2014 and shall be in force for a period of 10 years from the date of implementation. The LTIP comprises the Employees' Share Option Scheme ("ESOS") and Share Grant Plan ("SGP") for the eligible directors and employees of the Company and its subsidiaries ("Eligible Persons"). The SGP is intended to allow the Company to award Performance Share Plan ("PSP") Grant to Eligible Persons. Based on the By-Laws, the ESOS options and/or PSP Grant will only be granted to the Eligible Persons upon the LTIP Committee providing the Eligible Persons written confirmation or notification of the number of ESOS options and/or PSP Grant vested in them. The fulfilment of the stipulated vesting conditions by the Eligible Persons is not sufficient to vest the ESOS options and/or PSP Grant to the Eligible Persons.

During the financial year, no ESOS options in accordance to section 253 of the Companies Act 2016 were granted by the Company pursuant to the LTIP.

Details of the LTIP are set out in Note 32(d) to the financial statements.

Treasury shares

The shareholders of the Company had granted a mandate to the Company to purchase its own shares at the Annual General Meeting held on 23 September 2020.

During the financial year, the Company repurchased 12,685,800 ordinary shares of its issued share from the open market at an average price of approximate RM0.61 per share. The total consideration paid for the repurchase including transaction costs was RM7,705,487. The share buy back transactions were financed by internally generated funds. The shares repurchased are held as treasury shares in accordance with Section 127 of the Companies Act 2016.

As at 31 December 2020, the Company held as treasury shares a total of 38,734,400 of its 1,264,563,142 issued ordinary shares. Such treasury shares are held at a carrying amount of RM45,191,000 and further relevant details are disclosed in Note 31 to the financial statements.

Directors

The names of the directors of the Company in office since the beginning of the financial year to the date of this report are:

Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas
Tan Sri Hii Chii Kok @ Hii Chee Kok
Hew Moi Lan
Nicholas Rupert Heylett Bloy
Dato' Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil
Dato' Siew Boon Yeong
Dato Goh Leng Chua
Fua Chye Jin

Directors' benefits (cont'd.)

The names of the directors of the Company's subsidiaries in office since the beginning of the financial year to the date of this report (not including those directors listed above) are:

Chong Poh Yee	
Dato' Pahamin A. Rajab	
Dr. Tan Saw Poh	
Elaine Chegne Peck Oon	
Kamalam Pillay Rungapadiachy	
Ng Kim Leng	
Ong Lee Aei	
Professor Dr. Azrin Esmady Bin Ariffin	
Professor Dr. Mohamad Raili Bin Suhaili	
Savinilorna Payandi-Pillay-Ramen	
Dato' Dr. Ahmad Termizi Bin Zamzuri	(appointed on 30 July 2020)
Dr. Susie Lau Meng Ching	(appointed on 30 July 2020)
Stella Lau Kah Wai	(appointed on 30 July 2020)
Doreen D'orville	(resigned on 30 July 2020)
Datuk Dr. Khairiyah Binti Dato' Abd Muttalib	(resigned on 30 July 2020)
Professor Dr. Kee Peng Kong	(resigned on 30 July 2020)

Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate other than shares issued and awarded under the Company's LTIP.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of full time employees of the Company as disclosed below) by reason of a contract made by the Company or a related corporation with any director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

	Group RM'000	**Company RM'000**
Fees	266	266
Salaries and other emoluments	547	547
Bonus	45	45
Defined contribution plan	69	69
Estimated money value of benefits-in-kind	56	56
	983	983

Indemnity and insurance for directors and officers

The directors and officers of the Group and of the Company are covered under a directors' and officers' liability insurance. The insurance has an aggregate limit of RM10,000,000 against any legal liability, if incurred by the directors and officers of SEG International Bhd ("SEGi") and its subsidiaries in discharging of their duties while holding office for SEGi and its subsidiaries subject to the terms of the policy. The insurance premium for SEGi and its subsidiaries is RM10,000.

Directors' benefits (cont'd.)

Directors' interests

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares (and options over shares) in the Company and its related corporations during the financial year were as follows:

	Number of ordinary shares			
	1.1.2020	**Acquired**	**Sold**	**31.12.2020**
The Company				
Direct interest				
Tan Sri Hii Chii Kok @ Hii Chee Kok	**396,694,479**	-	-	**396,694,479**
Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas	**67,991**	-	-	**67,991**
Dato' Siew Boon Yeong	**3,771,428**	-	-	**3,771,428**
Indirect interest				
Nicholas Rupert Heylett Bloy ^	**856,259,514**	-	-	**856,259,514**
Tan Sri Hii Chii Kok @ Hii Chee Kok*	**459,565,035**	-	-	**459,565,035**

	Number of options over ordinary shares			
	1.1.2020	**Granted**	**Exercise/ Lapsed**	**31.12.2020**
Direct interest				
Hew Moi Lan	**306,939**	-	-	**306,939**

^ Deemed interests through Pinnacle Heritage Solutions Sdn. Bhd. ("PHS")'s, direct and indirect interest in SEGi shares.

* Deemed interests in such SEGi shares held by PHS pursuant to the shareholders' agreement dated 25 April 2012 entered between Tan Sri Hii Chii Kok @ Hii Chee Kok and PHS for regulating their relationship with one another as shareholders of SEGi.

By virtue of their interests in shares in the Company, Tan Sri Hii Chii Kok @ Hii Chee Kok and Nicholas Rupert Heylett Bloy are deemed interested in the shares of the subsidiaries during the financial year to the extent that the Company has an interest.

Other than as disclosed, none of the other directors in office at the end of the financial year had any interest in shares and options over shares in the Company or its related corporations during the financial year.

Other statutory information

(a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were prepared, the directors took reasonable steps:

 (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

 (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

Other statutory information (cont'd.)

(b) At the date of this report, the directors are not aware of any circumstances which would render:

(i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and

(ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

(e) As at the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(f) In the opinion of the directors, except as disclosed in the financial statements:

(i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations when they fall due; and

(ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

Auditors

The auditors, Ernst & Young PLT, have expressed their willingness to continue in office. Auditors' remuneration are disclosed below:

	Group RM'000	**Company RM'000**
Auditors' remuneration:		
Ernst & Young PLT	390	120
Other auditors	114	-
	504	120

Signed on behalf of the Board in accordance with a resolution of the directors dated 27 April 2021.

Tan Sri Megat Najmuddin
Bin Dato' Seri Dr. Haji Megat Khas

Tan Sri Hii Chii Kok @ Hii Chee Kok

STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act 2016

We, Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas and Tan Sri Hii Chii Kok @ Hii Chee Kok, being two of the directors of SEG International Bhd, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 113 to 186 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia, so as to give a true and fair view of the financial positions of the Group and of the Company as at 31 December 2020 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors dated 27 April 2021.

Tan Sri Megat Najmuddin
Bin Dato' Seri Dr. Haji Megat Khas

Tan Sri Hii Chii Kok @ Hii Chee Kok

STATUTORY DECLARATION

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, Chong Poh Yee, being the officer primarily responsible for the financial management of SEG International Bhd, do solemnly and sincerely declare that the accompanying financial statements set out on pages 113 to 186 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by
the abovenamed Chong Poh Yee at
Kuala Lumpur in the Federal Territory
on 27 April 2021.

Chong Poh Yee
(MIA member no. 7620)

Before me,

INDEPENDENT AUDITORS' REPORT

to the members of SEG International Bhd
(Incorporated in Malaysia)

Report on the audit of the financial statements

Opinion

We have audited the financial statements of SEG International Bhd, which comprise the statements of financial position as at 31 December 2020 of the Group and of the Company, and statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 113 to 186.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2020, and of their financial performance and cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence and other ethical responsibilities

We are independent of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statements.

Report on the audit of the financial statements (Cont'd)

Key Audit Matters (cont'd)

Impairment of (i) goodwill and (ii) investment in subsidiaries

(i) Goodwill

(Refer to summary of significant accounting policies in Note 2.4(b), significant accounting judgements, estimates and assumptions in Note 3(b)(i) and disclosure of goodwill in Note 17(b) to the financial statements)

As at 31 December 2020, the carrying amount of goodwill recognised by the Group stood at RM27,521,000, which represents 11% of the Group's total non-current assets and 8% of the Group's total assets. This goodwill mainly relates to three subsidiaries principally engaged in the educational activities. The Group is required to perform annual impairment test of the cash generating units (CGUs) or groups of CGUs to which this goodwill has been allocated. The Group estimated the recoverable amount of its CGUs or groups of CGUs to which the goodwill is allocated based on value in use (VIU) calculations using cash flows projections.

We consider this impairment test to be an area of audit focus due to the significance of the amount, the complexity of the assessment process and the significant management judgement and assumptions involved. Specifically, we focus on the evaluation of the assumptions on expected revenue growth, discount rate and terminal growth rate.

(ii) Investment in subsidiaries

(Refer to summary of significant accounting policies in Note 2.4(a), significant accounting judgements, estimates and assumptions in Note 3(b)(ii) and disclosure of investment in subsidiaries in Note 18 to the financial statements)

As at 31 December 2020, the carrying amount of investment in subsidiaries stood at RM77,450,000, which represents 41% of the Company's total non-current assets and 32% of the Company's total assets.

The history of continued losses and the depleting shareholders' fund reported by certain subsidiaries indicated that the carrying amount of the investment in subsidiaries may be impaired. Accordingly, the Company carried out impairment testing on these investment in subsidiaries by estimating the recoverable amount using VIU calculations.

Similarly, we focused on impairment assessment of investment in subsidiaries as the impairment testing relies on VIU calculations using a five-year cash flow projection.

In addressing the areas of focus on impairment of goodwill as well as investments in subsidiaries, we performed, among others, the following procedures:

(a) obtained an understanding of the relevant internal process in estimating the recoverable amount of the CGUs or groups of CGUs;

(b) evaluated the basis of preparing cash flow projection taking into consideration the assessment of management's historical budgeting accuracy;

(c) together with EY valuation specialist, evaluated the methodology applied and management's key assumptions used which comprise discount rate, forecast annual growth rates and terminal growth rate by making comparisons to historical trends, internal and external market data; and

(d) analysed the sensitivity of key assumptions by assessing the impact of changes to the recoverable amounts.

We have also evaluated the adequacy of the Group's and of the Company's disclosures of each key assumption on which the Group and the Company have based their cash flow projection. Key assumptions are those to which the recoverable amount is most sensitive, as disclosed in Notes 17(b) and 18 to the financial statements.

Report on the audit of the financial statements (Cont'd)

Key Audit Matters (cont'd)

Information other than the financial statements and auditors' report thereon

The directors of the Company are responsible for the other information. The other information comprises the directors' report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date this auditors' report, and the annual report which is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors of the Company and take appropriate action.

Responsibilities of the directors for the financial statements

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on the audit of the financial statements (Cont'd)

Key Audit Matters (cont'd)

Auditors' responsibilities for the audit of the financial statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the audit of the financial statements (Cont'd)

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 18 to the financial statements.

Other matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young PLT
202006000003 (LLP0022760-LCA) & AF 0039
Chartered Accountants

Lee Ai Chung
No. 03265/04/2023 J
Chartered Accountant

Kuala Lumpur, Malaysia
27 April 2021

STATEMENTS OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2020

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Revenue	4	**204,124**	243,972	**57,487**	60,366
Cost of services	5	**(63,196)**	(83,671)	**(16,740)**	(17,493)
Gross profit		**140,928**	160,301	**40,747**	42,873
Interest income	6	**1,006**	1,112	**2,315**	3,292
Other income	7	**8,884**	8,055	**3,683**	1,684
Distribution expenses		**(7,141)**	(11,111)	**(231)**	(293)
Administrative expenses		**(45,307)**	(50,955)	**(3,128)**	(3,200)
Other expenses		**(44,331)**	(48,627)	**(3,778)**	(1,591)
Operating profit		**54,039**	58,775	**39,608**	42,765
Finance costs	8	**(8,867)**	(9,138)	**(6,823)**	(7,636)
Profit before tax	9	**45,172**	49,637	**32,785**	35,129
Taxation	12	**(5,996)**	(4,525)	**477**	(198)
Profit for the year		**39,176**	45,112	**33,262**	34,931
Other comprehensive income/(loss):					
Item that cannot be reclassified to profit or loss:					
Fair value gain/(loss) through other comprehensive income ("FVOCI") equity instruments		**200**	(80)	**-**	-
Item that can be reclassified to profit or loss:					
Foreign currency translation differences		**189**	(84)	**-**	-
Other comprehensive income/(loss), net of tax		**389**	(164)	**-**	-
Total comprehensive income for the year		**39,565**	44,948	**33,262**	34,931
Profit attributable to:					
Equity holders of the Company		**39,181**	45,132	**33,262**	34,931
Non-controlling interests		**(5)**	(20)	**-**	-
		39,176	45,112	**33,262**	34,931
Total comprehensive income attributable to:					
Equity holders of the Company		**39,570**	44,968	**33,262**	34,931
Non-controlling interests		**(5)**	(20)	**-**	-
		39,565	44,948	**33,262**	34,931
Earnings per share attributable to equity holders of the Company					
- Basic	13	**3.18 sen**	3.64 sen		
- Diluted	13	**3.17 sen**	3.63 sen		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2020

		Group		
		31.12.2020	31.12.2019	1.1.2019
	Note	RM'000	RM'000	RM'000
			(Restated)	(Restated)
Assets				
Non-current assets				
Property, plant and equipment	15	**74,935**	82,695	87,632
Investment properties	16	**6,841**	7,007	8,100
Intangible assets	17	**27,522**	27,524	27,527
Other investment	19	**660**	740	820
Receivables	20	**4,390**	1,350	1,815
Right-of-use assets	21	**130,632**	122,856	136,786
Deferred tax assets	22	**7,174**	7,522	9,692
		252,154	249,694	272,372
Current assets				
Inventories	23	**85**	95	102
Receivables	20	**30,635**	31,101	22,572
Tax recoverable		**2,173**	1,152	7,021
Other financial asset	24	**278**	273	269
Deposits, cash and bank balances	25	**53,045**	58,692	53,669
		86,216	91,313	83,633
Total assets		**338,370**	341,007	356,005
Equity and liabilities				
Current liabilities				
Borrowings	26	**24,272**	9,000	9,000
Lease liabilities	21	**19,738**	23,283	20,464
Payables	27	**45,715**	56,696	58,137
Contract liabilities	28	**23,970**	29,687	31,623
Current tax liabilities		**347**	255	464
		114,042	118,921	119,688
Net current liabilities		**(27,826)**	(27,608)	(36,055)

Statements of financial position
As at 31 December 2020 (cont'd.)

		Group		
		31.12.2020	31.12.2019	1.1.2019
	Note	RM'000	RM'000	RM'000
			(Restated)	(Restated)
Non-current liabilities				
Borrowings	26	7,250	16,250	25,250
Lease liabilities	21	120,827	109,945	125,073
Payables	27	2,034	2,671	4,060
Contract liabilities	28	1,164	1,306	909
Provisions	29	442	619	619
Deferred tax liabilities	22	1,338	1,253	4,327
		133,055	132,044	160,238
Total liabilities		247,097	250,965	279,926
Net assets		91,273	90,042	76,079
Equity attributable to equity holders of the Company				
Share capital	30	147,707	147,707	147,707
Treasury shares	31	(45,191)	(37,486)	(37,486)
Reserves	32	(10,218)	(19,159)	(33,142)
		92,298	91,062	77,079
Non-controlling interests		(1,025)	(1,020)	(1,000)
Total equity		91,273	90,042	76,079
Total equity and liabilities		338,370	341,007	356,005

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of financial position
As at 31 December 2020 (cont'd.)

	Note	Company 2020 RM'000	2019 RM'000
Assets			
Non-current assets			
Property, plant and equipment	15	**6,419**	6,407
Investment in subsidiaries	18	**77,450**	78,770
Receivables	20	**22,536**	21,772
Right-of-use assets	21	**78,672**	92,228
Deferred tax assets	22	**1,950**	1,573
		187,027	200,750
Current assets			
Receivables	20	**32,294**	39,318
Other financial asset	24	**278**	273
Deposits, cash and bank balances	25	**19,297**	25,502
		51,869	65,093
Total assets		**238,896**	265,843
Equity and liabilities			
Current liabilities			
Borrowings	26	**24,272**	9,000
Lease liabilities	21	**11,497**	13,540
Payables	27	**12,569**	26,415
Current tax liabilities		**70**	198
		48,408	49,153
Net current assets		**3,461**	15,940
Non-current liabilities			
Borrowings	26	**7,250**	16,250
Lease liabilities	21	**73,760**	85,257
Payables	27	**1,689**	2,324
		82,699	103,831
Total liabilities		**131,107**	152,984
Net assets		**107,789**	112,859
Equity attributable to equity holders of the Company			
Share capital	30	**147,707**	147,707
Treasury shares	31	**(45,191)**	(37,486)
Reserves	32	**5,276**	2,638
Total equity		**107,792**	112,859
Total equity and liabilities		**238,899**	265,843

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2020

		← Non-distributable				→	Distributable			
Group	Note	Share capital (Note 30) RM'000	Treasury shares (Note 31) RM'000	Fair value reserve of financial assets at FVOCI (Note 32(b)) RM'000	Exchange translation reserve (Note 32(c)) RM'000	Share-based payment reserve (Note 32(d)) RM'000	Accumulated losses (Note 32(a)) RM'000	Attributable to equity holders of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 January 2020 (restated)		**147,707**	**(37,486)**	**(200)**	**9**	**1,969**	**(20,937)**	**91,062**	**(1,020)**	**90,042**
Profit for the year		**-**	**-**	**-**	**-**	**-**	**39,176**	**39,176**	**(5)**	**39,171**
Other comprehensive income for the year, net of tax:										
Fair value gain on financial assets		**-**	**-**	**200**	**-**	**-**	**-**	**200**	**-**	**200**
Foreign currency translation differences		**-**	**-**	**-**	**189**	**-**	**-**	**189**	**-**	**189**
Total comprehensive income for the year		**-**	**-**	**200**	**189**	**-**	**39,176**	**39,565**	**(5)**	**39,560**
Transactions with owners:										
- Purchase of treasury shares	31	**-**	**(7,705)**	**-**	**-**	**-**	**-**	**(7,705)**	**-**	**(7,705)**
- Share-based payment	32(d)	**-**	**-**	**-**	**-**	**22**	**-**	**22**	**-**	**22**
- Dividend	14	**-**	**-**	**-**	**-**	**-**	**(30,646)**	**(30,646)**	**-**	**(30,646)**
At 31 December 2020		**147,707**	**(45,191)**	**-**	**198**	**1,991**	**(12,407)**	**92,298**	**(1,025)**	**91,273**
At 1 January 2019 (previously stated)		147,707	(37,486)	(120)	93	1,991	(32,716)	79,469	(1,000)	78,469
Prior year adjustment	39	-	-	-	-	-	(2,390)	(2,390)	-	(2,390)
At 1 January 2019 (restated)		147,707	(37,486)	(120)	93	1,991	(35,106)	77,079	(1,000)	76,079
Profit for the year		-	-	-	-	-	45,132	45,132	(20)	45,112
Other comprehensive income/(loss) for the year, net of tax:										
Fair value loss on financial assets		-	-	(80)	-	-	-	(80)	-	(80)
Foreign currency translation differences		-	-	-	(84)	-	-	(84)	-	(84)
Total comprehensive (loss)/income for the year		-	-	(80)	(84)	-	45,132	44,968	(20)	44,948
Transactions with owners:										
- Share-based payment	32(d)	-	-	-	-	(22)	-	(22)	-	(22)
- Dividend	14	-	-	-	-	-	(30,963)	(30,963)	-	(30,963)
At 31 December 2019 (restated)		147,707	(37,486)	(200)	9	1,969	(20,937)	91,062	(1,020)	90,042

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2020

Company	Note	Non-distributable Share capital (Note 30) RM'000	Non-distributable Treasury shares (Note 31) RM'000	Non-distributable Share-based payment reserve (Note 32(d)) RM'000	Distributable Retained profits (Note 32(a)) RM'000	Total equity RM'000
At 1 January 2020		**147,707**	**(37,486)**	**1,969**	**669**	**112,859**
Total comprehensive income for the year		**-**	**-**	**-**	**33,262**	**33,262**
Transactions with owners:						
- Purchase of treasury shares	31	**-**	**(7,705)**	**-**	**-**	**(7,705)**
- Share-based payment	32(d)	**-**	**-**	**22**	**-**	**22**
- Dividend	14	**-**	**-**	**-**	**(30,646)**	**(30,646)**
At 31 December 2020		**147,707**	**(45,191)**	**1,991**	**3,285**	**107,792**
At 1 January 2019		147,707	(37,486)	1,991	(3,299)	108,913
Total comprehensive income for the year		-	-	-	34,931	34,931
Transactions with owners:						
- Share-based payment	32(d)	-	-	(22)	-	(22)
- Dividend	14	-	-	-	(30,963)	(30,963)
At 31 December 2019		147,707	(37,486)	1,969	669	112,859

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

For the financial year ended 31 December 2020

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Profit before tax		**45,172**	49,637	**32,785**	35,129
Adjustments for:					
Depreciation and amortisation of:					
- right-of-use assets	9, 21(a)	**22,357**	21,714	**13,556**	13,556
- property, plant and equipment	9, 15	**10,538**	11,458	**158**	136
- investment properties	9, 16	**166**	167	**-**	-
- development costs	9, 17(b)	**2**	3	**-**	-
Write offs of:					
- property, plant and equipment	9, 15	**8**	479	**-**	-
- bad debts	9	**502**	-	**-**	-
Gain on disposal of property plant and equipment	7, 9	**(13)**	(33)	**-**	*
Gain on derecognition of right-of-use assets	9	**(81)**	-	**-**	-
Allowance for impairment loss on:					
- investment in subsidiary	9, 18	**-**	-	**960**	-
- investment properties	9, 16	**-**	926	**-**	-
Allowance for ECL on trade receivables	9, 20(b)	**1,518**	1,922	**-**	-
Reversal of allowance for ECL on trade receivables	9, 20(b)	**(454)**	(3,127)	**-**	-
Unrealised foreign currency exchange loss	9	**46**	130	**-**	-
Dividend income	4	**(54)**	(58)	**(32,505)**	(35,664)
Interest income	6	**(1,006)**	(1,112)	**(2,315)**	(3,292)
Interest expense	8	**8,867**	9,138	**6,823**	7,636
Covid-19-related rent concessions received		**(2,432)**	-	**(1,538)**	-
Fair value gain on other investment		**280**	-	**-**	-
Share-based payment expense		**22**	(22)	**22**	(22)
Operating cash flows before changes in working capital		**85,438**	91,222	**17,946**	17,479
Changes in working capital					
Decrease in inventories		**10**	7	**-**	-
(Increase)/decrease in trade and other receivables		**(4,140)**	(6,989)	**927**	(479)
(Decrease)/increase in trade and other payables		**(17,515)**	(4,453)	**(321)**	16
Cash generated from operations		**63,793**	79,787	**18,552**	17,016

Statements of cash flows
For the financial year ended 31 December 2020 (cont'd.)

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Cash generated from operations (cont'd.)		**63,793**	79,787	**18,552**	17,016
(Increase)/decrease in amount due from subsidiaries		**-**	-	**(7,264)**	10,980
Interest paid		**(8,867)**	(9,138)	**(6,488)**	(7,276)
Net taxes (paid)/refunded		**(6,492)**	231	**(30)**	821
Net cash generated from operating activities		**48,434**	70,880	**4,770**	21,541
Cash flows from investing activities					
Interest received		**1,006**	1,112	**775**	1,077
Dividend received		**54**	58	**32,505**	35,664
Proceeds from disposal of property, plant and equipment		**19**	45	**-**	-
Purchase of property, plant and equipment		**(2,792)**	(4,962)	**(170)**	(107)
Purchase of own shares		**(7,705)**	-	**(7,705)**	-
Placement of other investments		**(5)**	(4)	**(3)**	(6)
Net cash (used in)/generated from investing activities		**(9,423)**	(3,751)	**25,402**	36,628
Cash flows from financing activities					
Drawdown of loans		**15,272**	-	**15,272**	-
Repayment of hire purchase and finance lease payables		**(970)**	(1,035)	**-**	-
Payment of lease liabilities		**(19,314)**	(21,108)	**(12,002)**	(12,831)
Repayment of term loan		**(9,000)**	(9,000)	**(9,000)**	(9,000)
Dividend paid		**(30,646)**	(30,963)	**(30,646)**	(30,963)
(Deposits)/Withdrawal of deposits with licensed banks and financial institutions with maturity of more than three months		**(194)**	3,537	**(190)**	3,542
Net cash used in financing activities		**(44,852)**	(58,569)	**(36,566)**	(49,252)
Net (decrease)/increase in cash and cash equivalents		**(5,841)**	8,560	**(6,394)**	8,917
Cash and cash equivalents at beginning of year		**53,562**	45,002	**20,527**	11,610
Cash and cash equivalents at end of year	25	**47,721**	53,562	**14,133**	20,527

* Less than RM1,000

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

1. Corporate information

SEG International Bhd ("SEGi" or "The Company") is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office and principal place of business of the Company is located at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan.

The principal activities of the Company are investment holding and provision of management consultancy services, property management, rental of premises, business advisory services, educational and training services. The principal activities of the subsidiaries are disclosed in Note 18.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 27 April 2021.

2. Summary of significant accounting policies

2.1 Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act 2016 in Malaysia. At the beginning of the current financial year, the Group and the Company adopted new and amended MFRS which are mandatory for financial periods beginning on or after 1 January 2020 as described fully in Note 2.2.

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand ('000) except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except on 1 January 2020, the Group and the Company adopted the following new and amended MFRSs mandatory for annual financial periods beginning on or after 1 January 2020.

Description	**Effective for annual periods beginning on or after**
Amendments to MFRS 3 Definition of a Business	1 January 2020
Amendments to MFRS 4 Extension of the Temporary Exemption from Applying MFRS 9	1 January 2020
Amendments to MFRS 101 and MFRS 108 Definition of Material	1 January 2020
Amendments to MFRS 9, MFRS 139 and MFRS 7 Interest Rate Benchmark Reform	1 January 2020
Amendment to MFRS 16 Covid-19-Related Rent Concessions	1 June 2020

The adoption of these new Standards, Amendments to MFRSs and IC Interpretation did not result in significant changes in the accounting policies of the Group and of the Company and had no significant effect on the financial performance or position of the Group and of the Company except for the adoption of Amendment to MFRS 16 Leases Covid-19-Related Rent Concessions.

2. Summary of significant accounting policies (cont'd.)

2.2 Changes in accounting policies (cont'd.)

The Group has early adopted Amendments to MFRS 16 Covid-19 Related Rent Concessions for the year ended 31 December 2020. The Group and the Company have recognised a total of RM2,432,000 and RM1,538,000 respectively of rent concessions as a result of the Covid-19 pandemic.

2.3 Standards issued but not yet effective

The standards and interpretations that are issued but not yet effective up to the date of issuance of the Group's and of the Company's financial statements are disclosed below. The Group and the Company intend to adopt these standards, if applicable, when they become effective.

Description	**Effective for annual periods beginning on or after**
Amendments to MFRS 9, MFRS 139 MFRS 7, MFRS 4 and MFRS 16 Interest Rate Benchmark Reform-Phase 2	1 January 2021
Amendment to MFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021	1 April 2021
Annual improvements to MFRS standards 2018 - 2020	1 January 2022
Amendments to MFRS 116 Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to MFRS 3 – Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 137 – Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Amendments to MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 101 Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101 Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The above standards and interpretations do not have impact on the financial statements of the Group and the Company.

2.4 Subsidiaries and basis of consolidation

(a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is recognised in profit or loss.

2. Summary of significant accounting policies (cont'd.)

2.4 Subsidiaries and basis of consolidation (cont'd.)

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The Group controls an investee if, and only if, the Group has:

(i) power over the investee (such as existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) exposure, or rights, to variable returns from its investment with the investee; and

(iii) the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(i) the contractual arrangement(s) with the other vote holders of the investee;

(ii) rights arising from other contractual arrangements; and

(iii) the Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies to be in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

<u>Business combinations and goodwill</u>

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

2. Summary of significant accounting policies (cont'd.)

2.4 Subsidiaries and basis of consolidation (cont'd.)

(b) Basis of consolidation

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGU") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Goodwill and fair value adjustments arising on the acquisition of foreign operation on or after 1 January 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.7(c).

Goodwill and fair value adjustments which arose on acquisitions of foreign operation before 1 January 2006 are deemed to be assets and liabilities of the Company and are recorded in RM at the rates prevailing at the date of acquisition.

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated statements of comprehensive income and within equity in the consolidated statements of financial position, separately from equity attributable to owners of the Company.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2. Summary of significant accounting policies (cont'd.)

2.6 Current versus non-current classification

The Group presents assets and liabilities in statement of financial position based on current/non-current classification. An asset is current when it is:

(i) expected to be realised or intended to be sold or consumed in normal operating cycle;

(ii) held primarily for the purpose of trading;

(iii) expected to be realised within twelve months after the reporting period; or

(iv) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

(i) it is expected to be settled in normal operating cycle;

(ii) it is held primarily for the purpose of trading;

(iii) it is due to be settled within twelve months after the reporting period; or

(iv) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.7 Foreign currency

(a) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia (RM), which is also the Company's functional currency.

(b) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

2. Summary of significant accounting policies (cont'd.)

2.7 Foreign currency (cont'd.)

(b) Foreign currency transactions

Exchange differences arising on the translation of non-monetary items carried at fair value are treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit loss, respectively).

(c) Foreign operations

For consolidation purposes, all assets and liabilities of foreign operations are translated at prevailing exchange rate on reporting date. Income and expense items are translated at average exchange rate for the period. The exchange differences arising on the translation are taken directly to other comprehensive income. On disposal of a foreign operation, the cumulative amount recognised in other comprehensive income and accumulated in equity under foreign currency translation reserve relating to that particular foreign operation is recognised in the profit or loss.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date.

2.8 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Research and development costs

All research costs are recognised in the profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditures which do not meet these criteria are expensed off when incurred.

Development costs, considered to have finite useful lives, are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding ten years. Impairment is assessed whenever there is an indication of impairment and the amortisation period and method are also reviewed at least at each reporting date.

2.9 Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group and the Company depreciate them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

2. Summary of significant accounting policies (cont'd.)

2.9 Property, plant and equipment (cont'd.)

Freehold land has an infinite useful life and therefore is not depreciated. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets, at the following annual rates:

Buildings	2%
Computer hardware and software	15% - 33%
Fixtures, fittings and office equipment	10% - 20%
Library books and manuals	10% - 20%
Motor vehicles	20%

Capital work-in-progress are not depreciated as these assets are not yet available for use.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

2.10 Investment properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measure at cost less accumulated depreciation and accumulated impairment losses. These investment properties are depreciated over the shorter of the residual lease period and estimated useful life. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.11.

Investment properties are derecognised when they have either been disposed of or when the investment property is permanently withdrawn from the use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the profit or loss in the year of retirement or disposal.

The residual values, useful lives and depreciation methods are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the investment properties.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment up to the date of change in use.

2.11 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

2. Summary of significant accounting policies (cont'd.)

2.11 Impairment of non-financial assets (cont'd.)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 December 2020 and also when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

2.12 Inventories

Inventories are valued at lower of cost and net realisable value.

Cost is determined using the weighted average method. Cost includes the cost of purchases and incidentals in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term deposits which have a maturity of three months or less, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's and of the Company's cash management.

2. Summary of significant accounting policies (cont'd.)

2.14 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.15 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

(i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through profit or loss ("FVTPL") and fair value through other comprehensive income ("FVOCI").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under MFRS 15.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payment of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group and the Company's business model for managing financial assets refers to how they manage their financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, such as the date that the Group and the Company commit to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(a) Financial assets (cont'd.)

(ii) Subsequent measurement (cont'd.)

Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial asset in order to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group and the Company's financial assets at amortised cost include trade and other receivables and deposits, cash and bank balances.

Financial assets at FVOCI (debt instruments)

The Group and the Company measure debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

The Group's and the Company's debt instruments at FVOCI includes investments in quoted equity shares included under other non-current financial assets.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group and the Company can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under MFRS 132 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(a) Financial assets (cont'd.)

(ii) Subsequent measurement (cont'd.)

Financial assets designated at FVOCI (equity instruments) (cont'd.)

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group and the Company benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

Unquoted shares in Malaysia is classified and measured as FVOCI. The Group and the Company elected to classify irrevocably its non-listed equity investments under this category as it intends to hold these investments for the foreseeable future. There was no impairment losses recognised in profit or loss for these investments in prior periods.

Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes investment security under other financial asset.

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (such as removed from the statements of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group and the Company have transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and the Company have transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When the Group and the Company have transferred their rights to receive cash flows from an asset or have entered into a 'pass-through' arrangement, they evaluate if and to what extent they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Group's and of the Company's continuing involvement in the asset. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

2. Summary of significant accounting policies (cont'd.)

2.15 Financial instruments (cont'd.)

(a) Financial assets (cont'd.)

(iii) Derecognition

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's and the Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(ii) Subsequent measurement

<u>Loans and borrowings</u>

After initial recognition, trade and other payables, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in profit or loss.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in statements of profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2. Summary of significant accounting policies (cont'd.)

2.16 Impairment of financial assets

The Group and the Company recognise an allowance for expected credit losses ("ECLs") for all debt instruments carried at amortised cost and fair value through OCI. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognise a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Other financial assets including investment securities, short-term deposits and cash and cash equivalents are placed with reputable financial institutions. The Group and the Company consider these counterparties have a low risk of default and a strong capacity to meet contractual cash flows, and are of low credit risk. The impairment provision is determined based on the 12-month ECL.

The Group and the Company consider a financial asset in default when contractual payments are 30 to 180 days past due. However, in certain cases, the Group and the Company may also consider a financial asset to be in default when internal or external information indicates that the Group and the Company are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group and the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.17 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

2.18 Employee benefits

(a) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group and the Company. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

2. Summary of significant accounting policies (cont'd.)

2.18 Employee benefits (cont'd.)

(b) Defined contribution plans

The Group and the Company participate in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group and the Company make contributions to the Employees Provident Fund ("EPF") in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(c) Employee share option plans

The Company implemented its Long Term Incentive Plan ("LTIP") on 1 July 2014, which comprises of the Employees' Share Option Scheme ("ESOS") and Share Grant Plan ("SGP") for the eligible directors and employees of the Company and its subsidiaries. Employees of the Group and the Company receive remuneration in the form of share options as consideration for services rendered.

Equity-settled transactions

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted using an appropriate valuation model. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share option reserve is transferred to retained profits upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

2.19 Leases

The Group and the Company assess at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As lessee

The Group and the Company apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group and the Company recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2. Summary of significant accounting policies (cont'd.)

2.19 Leases (cont'd.)

(a) As lessee (cont'd.)

(i) Right-of-use assets

The Group and the Company recognise right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leasehold land	over the lease term of 779 years
Property	2 to 8 years
Plant and equipment	2 to 5 years

If ownership of the leased asset transfers to the Group and the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.11 impairment of non-financial assets.

(ii) Lease liabilities

At the commencement date of the lease, the Group and the Company recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and the Company and payments of penalties for terminating the lease, if the lease term reflects the Group and the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group and the Company use their incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in financial liabilities in Note 36.

(iii) Short-term leases and leases of low-value assets

The Group and the Company apply the short-term lease recognition exemption to its short-term leases such as those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. The assessment of whether an underlying asset is of low value is performed on an absolute basis and is not affected by the size, nature or circumstances of the lessee. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2. Summary of significant accounting policies (cont'd.)

2.19 Leases (cont'd.)

(b) As lessor

Leases in which the Group and the Company do not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statements of comprehensive income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group and the Company are classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group and the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

2.20 Ordinary share capital and share issuance expenses

An equity instruments is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

2.21 Treasury shares

The Company's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Company and no dividends are allocated to them respectively.

2. Summary of significant accounting policies (cont'd.)

2.22 Revenue from contracts with customers and other income

Revenue from contracts with customers is recognised when control of the services or goods are transferred to the customer at an amount that reflects the consideration to which the Group and the Company expect to be entitled in exchange for those services or goods.

The Group and the Company satisfy a performance obligation and recognise revenue over time if the Group's and the Company's performance:

- do not create an asset with an alternative use to the Group and the Company and have an enforceable right to payment for performance completed to-date; or

- create or enhance an asset that the customer controls as the asset is created or enhanced; or

- provide benefits that the customer simultaneously receives and consumes as the Group and the Company perform.

For performance obligations where any one of the above conditions is not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from contracts with customers and other income are measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The followings describes the performance obligations in contracts with customers:

(a) Educational services

Educational services revenue comprise:

(i) Tuition fees
Tuition fees are recognised over a period of time when the services are rendered.

(ii) Facility fees
The student's facility fees are recognised over a period of time when the services are rendered.

(iii) Administration fees
Administration fees from application services are recognised when the services are rendered at a point in time.

(b) Non-educational services

Non-educational services are recognised when the services are rendered at a point in time.

(c) Sale of eyecare and healthcare related products

Sales are recognised net of returns and trade discount when the goods are rendered at a point in time.

(d) Management fees

Management fees are recognised when services are rendered.

(e) Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of comprehensive income due to its operating nature.

2. Summary of significant accounting policies (cont'd.)

2.22 Revenue from contracts with customers and other income (cont'd.)

(f) Dividend income

Dividend income is recognised when the Group's and the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(g) Interest income

Interest income recognised on an accrual basis that reflects the effective yield of the asset.

Contract liabilities arising from revenue recognition

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group and the Company transfer the related goods or services. Contract liabilities are recognised as revenue when the Group and the Company perform under the contract such as transfers control of the related goods or services to the customer.

Cost to obtain a contract

The Group pays agent commission to its agent for certain contracts that they obtain for number of students recruited. The Group applies the optional practical expedient to immediately expense costs to obtain a contract if the amortisation period of the asset that would have been recognised is one year or less. As such, sales commissions are immediately recognised as an expense.

2.23 Income taxes

(a) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group and the Company operate and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. Summary of significant accounting policies (cont'd.)

2.23 Income taxes (cont'd.)

(b) Deferred tax (cont'd.)

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

2.24 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

2. Summary of significant accounting policies (cont'd.)

2.24 Contingencies (cont'd.)

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.25 Segment reporting

Segment reporting in the financial statements are presented on the same basis as it is used by management internally for evaluating operating segment performance and in deciding how to allocate resources to operating segments. Operating segments are distinguishable components of the Group that engage in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance, and for which discrete financial information is available.

All transactions between operating segments are conducted based on mutually agreed allocation bases, with intra-segment revenue and costs being eliminated. Income and expenses directly associated with each segment are included in determining business segment performance.

2.26 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2. Summary of significant accounting policies (cont'd.)

2.26 Fair value measurement (cont'd.)

For the purpose of fair value disclosures, the Group and the Company have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.27 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee. If the debtor fails to make payment relating to financial guarantee contract when it is due and the Company, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount initially recognised less cumulative amortisation.

2.28 Government grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant related to an asset, the fair value is recognised as deferred capital grant in the statement of financial position by deducting the grant in arriving at the carrying amount of assets when the asset is ready for its intended use. When the grant relates to an expense item, it is recognised in profit or loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy in Note 2.15(b).

3. Significant accounting estimates and judgements

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Critical judgements made in applying accounting policies

In the process of applying the Group's and the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(i) Determining the lease term of contracts with renewal and termination options as lessee

The Group and the Company determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

3. Significant accounting estimates and judgements (cont'd.)

(a) Critical judgements made in applying accounting policies (cont'd.)

(i) Determining the lease term of contracts with renewal and termination options as lessee (cont'd.)

The Group and the Company apply judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group and the Company reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate such as the construction of significant leasehold improvements or significant customisation to the leased asset.

The Group and the Company included the renewal period as part of the lease term for leases with shorter non-cancellable period such as three to five years. The Group and the Company typically exercise its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available.

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment of goodwill and investment in subsidiaries

(i) Goodwill

Goodwill represents the excess of the cost of business combination over the Group's share in the net fair value of the acquired subsidiary's identifiable assets, liabilities and contingent liabilities. Goodwill is measured at cost less accumulated impairment losses.

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value-in-use of the cash-generating units ("CGU") to which goodwill is allocated.

(ii) Investment in subsidiaries

The Company reviews its investment in subsidiaries when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant estimation is required in determining the recoverable amount.

When value-in-use calculation are undertaken, management must estimate the expected future cash flows from the asset and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details of goodwill and investment in subsidiaries are disclosed in Note 17(b) and Note 18 respectively.

(iii) Estimating the incremental borrowing rate to measure lease liabilities

The Group and the Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group and the Company would have to pay to borrow over a similar term, and the funds necessary to obtain an asset of a similar value to the right-of-use assets in a similar economic environment. The IBR therefore reflects what the Group and the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group and the Company estimate the IBR using observable inputs such as market interest rates when available and is required to make certain entity-specific estimates.

4. Revenue

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Educational services rendered	**203,265**	242,463	**-**	-
Non-educational services rendered	**230**	634	**732**	732
Management fees	**-**	-	**6,492**	5,927
Rental income	**155**	366	**17,758**	18,043
Dividend income	**54**	58	**32,505**	35,664
Sale of eyecare and healthcare - related products	**420**	451	**-**	-
	204,124	243,972	**57,487**	60,366
Timing of revenue recognition				
Goods or services transferred				
- at a point in time	**12,900**	16,714	**39,729**	42,323
- over time	**191,224**	227,258	**17,758**	18,043
	204,124	243,972	**57,487**	60,366

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2020 is as follows:

Educational services rendered - Contract liabilities (Note 28)

	Group	
	2020	2019
	RM'000	RM'000
Within one year	**23,970**	29,687
More than one year	**1,164**	1,306
	25,134	30,993

5. Cost of services

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Salaries and related expenses	**49,440**	64,054	**-**	-
Other direct costs	**13,756**	19,617	**16,740**	17,493
	63,196	83,671	**16,740**	17,493

5. Cost of services (cont'd.)

	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Included in other direct costs arethe followings:				
Expense relating to short-term leases of premises	**-**	285	**-**	285
Agent fee	**9,093**	13,047	**-**	-
Incentive to staff	**793**	1,159	**-**	-
Students' direct expenses	**728**	1,629	**-**	-
Sharing and royalty fees	**1,186**	1,348	**-**	-
Library, lab and workshop expenses	**1,090**	840	**-**	-
Management fees	**-**	-	**3,184**	3,652
Cost of goods sold	**163**	188	**-**	-
Depreciation of right-of-use-assets	**-**	-	**13,556**	13,556
Others	**703**	1,121	**-**	-
	13,756	19,617	**16,740**	17,493

6. Interest income

	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Interest income from:				
Subsidiaries	**-**	-	**1,540**	2,202
Fixed deposits	**1,006**	1,112	**775**	1,090
	1,006	1,112	**2,315**	3,292

7. Other income

	Note	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Hostel related income		**3,091**	4,331	**-**	-
Student deposits forfeited		**1,126**	1,031	**-**	-
Gain on disposal of property, plant and equipment	9	**13**	33	**-**	*
Fair value gain on other financial assets		**-**	-	**5**	4
Accounting service fees from subsidiaries		**-**	-	**1,440**	960
Others		**4,654**	2,660	**2,238**	720
		8,884	8,055	**3,683**	1,684

* Less than RM1,000

8. Finance costs

	Note	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Interest expense on:					
Lease liabilities	21(b)	**7,197**	7,484	**4,920**	5,630
Hire purchase liabilities		**102**	134	**-**	-
Overdraft		**522**	-	**522**	-
Loans		**1,046**	1,520	**1,046**	1,520
Loans from subsidiary companies		**-**	-	**335**	486
		8,867	9,138	**6,823**	7,636

9. Profit before tax

The following amounts have been included in arriving at profit before tax:

	Note	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Auditors' remunerations:					
- current year					
- Ernst & Young PLT		**354**	411	**120**	120
- overseas member firms of Ernst & Young PLT		**40**	37	**-**	-
- other auditors		**114**	114	**-**	-
- (over)/under provision in prior years					
- Ernst & Young PLT		**(4)**	18	**-**	-
- other auditors		*****	*	**-**	-
Non-audit fees for services rendered by:					
- Ernst & Young PLT		**58**	56	**10**	82
- others		**109**	101	**-**	-
- under provision in prior years to Ernst & Young PLT		**2**	2	**-**	1
Employee benefits expense	10	**81,485**	103,025	**962**	1,751
Expense related to short-term leases in respect of:					
- premises		**61**	303	**-**	285
- hostels		**2**	345	**-**	-
- equipments		**85**	163	**-**	-
Foreign currency exchange (gain)/loss:					
- realised		**(153)**	58	**10**	170
- unrealised		**46**	130	**-**	-

9. Profit before tax (cont'd.)

The following amounts have been included in arriving at profit before tax: (cont'd.)

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Depreciation and amortisation of:					
- right-of-use assets	21	**22,357**	21,714	**13,556**	13,556
- property, plant and equipment	15	**10,538**	11,458	**158**	136
- investment properties	16	**166**	167	**-**	-
- development costs	17	**2**	3	**-**	-
Gain on disposal of property plant and equipment	7	**(13)**	(33)	**-**	*
Gain on derecognition of right-of-uses assets		**(81)**	-	**-**	-
Impairment loss on investment in subsidiaries	18	**-**	-	**960**	-
Allowance for ECL on trade receivables	20(b)	**1,518**	1,922	**-**	-
Reversal for ECL on trade receivables	20(b)	**(454)**	(3,127)	**-**	-
Allowance for impairment loss of:					
- investment properties	16	**-**	926	**-**	-
Write offs of:					
- property, plant and equipment	15	**8**	479	**-**	-
- bad debts	20(b)	**502**	-	**-**	-

* Less than RM1,000

10. Employee benefits expense

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Employee benefits expense:	9				
Salaries, wages, bonuses and allowances		**71,808**	88,821	**492**	1,538
Defined contribution plan		**7,455**	9,494	**68**	153
Social security contributions		**939**	997	**2**	2
Share-based payment expense		**21**	(22)	**381**	23
Other benefits		**1,262**	3,735	**19**	35
		81,485	103,025	**962**	1,751

Included in employee benefits expense of the Group and of the Company are executive directors' remuneration amounting to RM661,000 (2019: RM832,000) and RM661,000 (2019: RM832,000), respectively as further disclosed in Note 11.

11. Directors' remuneration

The details of remuneration received and receivable by directors of the Group and the Company during the year are as follows:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Executive/non-executive:				
Salaries and other emoluments	**547**	664	**547**	664
Bonus	**45**	87	**45**	87
Defined contribution plan	**69**	81	**69**	81
Total executive/non-executive directors' remuneration excluding benefits-in-kind	**661**	832	**661**	832
Estimated money value of benefits-in-kind	**56**	56	**56**	56
Total executive/non-executive directors' remuneration including benefits-in-kind	**717**	888	**717**	888
Non-executive:				
Fees	**266**	266	**266**	266
Total directors' remuneration including benefits-in-kind	**983**	1,154	**983**	1,154

The number of directors of the Group and the Company whose total remuneration during the years fell within the following bands is analysed below:

	Number of directors			
	Group		Company	
	2020	2019	2020	2019
Executive directors:				
Below RM50,001	**1**	-	**1**	-
RM100,001 – RM150,000	**-**	1	**-**	1
RM650,001 – RM700,000	**1**	-	**1**	-
RM700,001 – RM750,000	**-**	1	**-**	1
Non-executive directors:				
Below RM50,001	**2**	2	**2**	2
RM50,001 – RM100,000	**4**	4	**4**	4

12. Taxation

The major components of income tax for the years ended 31 December 2020 and 2019 are as follows:

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Current income tax:					
Malaysia income tax		**4,691**	5,783	**101**	198
Foreign income tax		**257**	222	**-**	-
Under/(over) provision of Malaysian income tax in respect of prior years		**615**	(576)	**(198)**	-
		5,563	5,429	**(97)**	198
Deferred tax:	22				
Origination and reversal of temporary differences		**2,084**	1,070	**200**	1,438
Over provision in respect of prior years		**(1,651)**	(1,974)	**(580)**	(1,438)
		433	(904)	**(380)**	-
Income tax expense/(credit) recognised in profit or loss		**5,996**	4,525	**(477)**	198

Domestic current income tax is calculated at the Malaysia statutory tax rate of 24% (2019: 24%) of the estimated assessable profit for the year.

Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The reconciliations between income tax and the product of accounting profits multiplied by the applicable corporate tax rate for the financial years ended 31 December 2020 and 2019 are as follows:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Profit before tax	**45,172**	49,637	**32,785**	35,129
Taxation at Malaysian statutory tax rate of 24% (2019: 24%)	**10,841**	11,913	**7,868**	8,431
Adjustments:				
Non-deductible expenses	**1,499**	1,101	**432**	115
Income not subject to tax	**(3,520)**	(3,698)	**(7,802)**	(8,561)
Deferred tax assets not recognised	**4,645**	3,401	**959**	1,959
Utilisation of previously unrecognised deferred tax assets	**(4,446)**	(3,509)	**(1,156)**	(308)
Utilisation of current year's allowance for increased export of service	**(133)**	(356)	**-**	-
Different tax rate of certain subsidiaries	**(1,854)**	(1,777)	**-**	-
Under/(Over) provision in respect of prior years:				
- current income tax	**615**	(576)	**(198)**	-
- deferred tax	**(1,651)**	(1,974)	**(580)**	(1,438)
Income tax expense/(credit) recognised in profit or loss	**5,996**	4,525	**(477)**	198

12. Taxation (cont'd.)

Tax savings during the financial years arising from:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Utilisation of previously unrecognised:				
Tax losses	**(4,110)**	(3,297)	**(1,156)**	(308)
Capital allowance	**(336)**	(212)	**-**	-
Utilisation of current year's allowance for increased export of service	**(24)**	(356)	**-**	-
	(4,470)	(3,865)	**(1,156)**	(308)

13. Earnings per share

(a) Basic

Basic earnings per share are calculated by dividing the Group's profit net of tax, attributable to equity holders of the Company of RM39,181,000 (2019: RM45,132,000) by the weighted average number of ordinary shares in issue during the financial year, net of treasury shares, of approximately 1,231,385,000 (2019: 1,238,515,000).

(b) Diluted

Diluted earnings per share are calculated by dividing profit net of tax, attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year 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.

The following reflect the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2020	2019
Profit attributable to equity holders of the Company (RM'000)	**39,181**	45,132
Weighted average number of ordinary shares ('000)	**1,231,385**	1,238,515
Effect of dilution ('000)		
- Shares Grant Plan ("SGP")	**4,451**	3,545
Weighted average number of ordinary shares for diluted earnings per share ('000)	**1,234,348**	1,242,060
<u>Basic earnings per share (sen):</u>		
Basic earnings per share for profit for the year, net of tax	**3.18**	3.64
<u>Diluted earnings per share (sen):</u>		
Diluted earnings per share for profit for the year, net of tax	**3.17**	3.63

No share options vested to employees under the existing employee share option scheme that have not been included in the calculation of diluted earnings per share because they are anti-dilutive.

14. Dividends

	Company 2020 RM'000	Company 2019 RM'000
Recognised during the financial year:		
In respect of the financial year ended 31 December 2020:		
Interim single tier dividend of RM0.025 per ordinary share paid on 25 November 2020	**30,646**	-
In respect of the financial year ended 31 December 2019:		
Interim single tier dividend of RM0.025 per ordinary share paid on 12 December 2019	**-**	30,963
	30,646	30,963

The directors do not propose any final dividend for the financial year ended 31 December 2020.

15. Property, plant and equipment

	Freehold land	Buildings	Computer hardware and software	Fixtures, fittings and office equipment	Library books and manuals	Motor vehicles	Capital work-in-progress	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Group								
At 31 December 2020								
Net book value								
At 1 January 2020 (restated)	**4,250**	**42,774**	**1,419**	**31,903**	**1,031**	**1,318**	**-**	**82,695**
Additions	**-**	**-**	**667**	**1,834**	**141**	**-**	**150**	**2,792**
Reclassification	**-**	**-**	**-**	**83**	**-**	**-**	**(83)**	**-**
Disposals	**-**	**-**	**-**	**(6)**	**-**	**-**	**-**	**(6)**
Write-off (Note 9)	**-**	**-**	**-**	**(8)**	**-**	**-**	**-**	**(8)**
Depreciation charge (Note 9)	**-**	**(1,058)**	**(1,037)**	**(7,477)**	**(418)**	**(548)**	**-**	**(10,538)**
At 31 December 2020	**4,250**	**41,716**	**1,049**	**26,329**	**754**	**770**	**67**	**74,935**
Cost	**4,250**	**52,947**	**17,717**	**109,579**	**9,249**	**4,670**	**67**	**198,479**
Accumulated depreciation	**-**	**(11,231)**	**(16,668)**	**(83,250)**	**(8,495)**	**(3,900)**	**-**	**(123,544)**
Net book value	**4,250**	**41,716**	**1,049**	**26,329**	**754**	**770**	**67**	**74,935**

15. Property, plant and equipment (cont'd.)

	Freehold land	Buildings	Computer hardware and software	Fixtures, fittings and office equipment	Library books and manuals	Motor vehicles	Capital work-in-progress	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Group								
At 31 December 2019								
Net book value								
At 1 January 2019 (previously stated)	4,250	54,322	1,946	34,563	1,115	1,563	363	98,122
Prior year adjustment (Note 39)	-	(2,390)	-	-	-	-	-	(2,390)
Transfer to investment properties	-	(8,100)	-	-	-	-	-	(8,100)
At 1 January 2019 (restated)	4,250	43,832	1,946	34,563	1,115	1,563	363	87,632
Additions	-	-	899	2,897	418	308	2,490	7,012
Reclassification	-	-	-	2,853	-	-	(2,853)	-
Disposals	-	-	-	(12)	-	-	-	(12)
Write-off (Note 9)	-	-	-	(479)	*	-	-	(479)
Depreciation charge (Note 9)	-	(1,058)	(1,426)	(7,919)	(502)	(553)	-	(11,458)
At 31 December 2019	4,250	42,774	1,419	31,903	1,031	1,318	-	82,695
Cost	4,250	52,947	17,050	107,700	9,108	4,670	-	195,725
Accumulated depreciation	-	(10,173)	(15,631)	(75,797)	(8,077)	(3,352)	-	(113,030)
Net book value	4,250	42,774	1,419	31,903	1,031	1,318	-	82,695

* Less than RM1,000

15. Property, plant and equipment (cont'd.)

	Freehold land RM'000	Buildings RM'000	Computer hardware and software RM'000	Fixtures, fittings and office equipment RM'000	Motor vehicles RM'000	Total RM'000
Company						
At 31 December 2020						
Net book value						
At 1 January 2020	**4,250**	**1,970**	**58**	**129**	**-**	**6,407**
Additions	**-**	**-**	**157**	**13**	**-**	**170**
Depreciation charge (Note 9)	**-**	**(77)**	**(55)**	**(26)**	**-**	**(158)**
At 31 December 2020	**4,250**	**1,893**	**160**	**116**	**-**	**6,419**
Cost	**4,250**	**3,877**	**843**	**351**	**441**	**9,762**
Accumulated depreciation	**-**	**(1,984)**	**(683)**	**(235)**	**(441)**	**(3,343)**
Net book value	**4,250**	**1,893**	**160**	**116**	**-**	**6,419**
Company						
At 31 December 2019						
Net book value						
At 1 January 2019	4,250	2,047	9	130	-	6,436
Additions	-	-	79	28	-	107
Depreciation charge (Note 9)	-	(77)	(30)	(29)	-	(136)
At 31 December 2019	4,250	1,970	58	129	-	6,407
Cost	4,250	3,877	686	338	441	9,592
Accumulated depreciation	-	(1,907)	(628)	(209)	(441)	(3,185)
Net book value	4,250	1,970	58	129	-	6,407

(a) During the financial year, the Group acquired property, plant and equipment at aggregate cost of RM2,792,000 (2019: RM7,012,000) of which NIL (2019: RM2,050,000) were acquired by means of hire purchase.

Net carrying amounts of property, plant and equipment held under hire-purchase agreements are as follows:

	Group	
	2020 RM'000	**2019 RM'000**
Fixtures, fittings and office equipment	**1,935**	2,180
Motor vehicles	**562**	1,072
	2,497	3,252

Details of the obligation under hire-purchase are disclosed in Note 21(b)(i).

15. Property, plant and equipment (cont'd.)

(b) At the end of the financial year, the carrying amount of the freehold lands and buildings of the Group and of the Company pledged as security for banking facilities amounted to approximately RM40,902,000 (2019: RM41,802,000) and RM6,142,000 (2019: RM6,220,000), respectively.

(c) Sensitivity to changes in assumptions

The impairment assessments are sensitive to changes to these assumptions and any significant adverse movements in these assumptions could impact the results of the impairment test.

The recoverable amount of the buildings is determined based on value-in-use calculations using probability-based cash flow projections from financial forecasts with key assumptions approved by the management covering a 5-year period (2019: 5-year period). The financial forecasts which were approved include management's different scenarios of possible recovery of rental collection and cost incurred.

Discount rate: An increase in the pre-tax discount rate if 2% would result in an impairment of RM1,576,000 for Property, plant and equipment.

16. Investment properties

Group

At cost	**Buildings RM'000**
At 1 January 2019 (previously stated)	-
Prior year adjustment (Note 39):	8,100
At 1 January 2019 (restated)	8,100
Impairment loss (Note 9)	(926)
Depreciation (Note 9)	(167)
At 1 December 2019 / 1 January 2020	**7,007**
Depreciation (Note 9)	**(166)**
At 31 December 2020	**6,841**

The investment properties of the Group were appraised by the Directors based on a valuation performed by an independent professional valuer on a comparison method of valuation, to be approximately RM7,000,000 (2019: RM7,300,000).

Valuation techniques and inputs used in Level 3 fair value measurements

The fair values of the investment properties is determined by external, independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of property being valued.

Description of valuation techniques used and key inputs to valuation on investment properties:

Valuation technique	**Significant observable inputs**
Comparison Method of Valuation ("CMV")	Selling price per square foot ("psf") of comparable properties sold adjusted for location, accessibility, visibility or exposure, view, size and shape of property, planning provisions and title restrictions (if any).

The investment properties are valued using CMV. The CMV entails analysing recent transaction and asking prices of similar properties in and around the locality for comparison purposes with adjustments made for differences in location, accessibility, tenure, title restriction (if any) and other relevant characteristics to arrive at the fair value.

17. Intangible assets

	Note	Goodwill RM'000	Development costs RM'000	Total RM'000
Group				
Cost				
At 31 December 2019/ 1 January 2020/ 31 December 2020		34,759	7,045	41,804
Accumulated amortisation				
At 1 January 2019		(7,238)	(7,039)	(14,277)
Amortisation	9	-	(3)	(3)
At 31 December 2019		(7,238)	(7,042)	(14,280)
Amortisation	9	-	(2)	(2)
At 31 December 2020		**(7,238)**	**(7,044)**	**(14,282)**
Net carrying amount				
At 31 December 2019		27,521	3	27,524
At 31 December 2020		**27,521**	**1**	**27,522**

(a) Allocation of goodwill

The carrying amount of goodwill arising from the acquisition of the respective subsidiaries and allocated to the CGU is as follows:

	Group	
	2020 RM'000	2019 RM'000
SEGi University Sdn Bhd	**10,316**	10,316
SEGi College (Subang Jaya) Sdn Bhd	**13,140**	13,140
SEGi College (Sarawak) Sdn Bhd	**3,312**	3,312
Others	**753**	753
	27,521	27,521

(b) Key assumptions used in value-in-use calculations

The recoverable amount of the CGU is determined based on value-in-use calculations using probability-based cash flow projections from financial forecasts with key assumptions approved by the management covering a 5-year period (2019: 5-year period). The cash flow projections include management's different scenarios of possible recovery of student enrollments and cost-cutting measures.

The following are the key assumptions on which management has based its cash flow projections to undertake impairment testing of goodwill:

(i) There will be no material changes in the structure and principal activities of the Group, the budgeted gross profit margin is based on historical trend of gross margin for the CGU.

17. Intangible assets (cont'd.)

(b) Key assumptions used in value-in-use calculations (cont'd.)

The following are the key assumptions on which management has based its cash flow projections to undertake impairment testing of goodwill: (cont'd.)

(ii) There will not be any significant increase in the labour costs, adverse changes in the economic conditions or other abnormal factors, which will adversely affect the operations of the CGU.

(iii) Pre-tax discount rate of 12% (2019: 15%) is applied in determining the recoverable amount of the unit. The discount rate was estimated based on the Group's existing weighted average cost of capital.

(iv) Forecast annual growth rates of 3% - 38% (2019: 3% - 5%) are applied to the five years cash flow projections.

(v) Terminal growth rate of 1.3% (2019: 1%) represents the growth rate applied to extrapolate post-tax cash flow beyong the five year financial budget period.

The impairment assessments are sensitive to changes to these assumptions and any significant adverse movements in these assumptions could impact the results of the impairment test.

Discount rate: An increase in the pre-tax discount rate of 2% would result in an impairment of RM875,000 for SEGi College (Sarawak) Sdn Bhd.

Growth rate: The forecast long-term growth rate are based on published industry research and does not exceed the long-term average growth rate for the industry. A reduction to 1% in the long-term growth rate would not result in further impairment.

(c) Development costs

Development costs refer to costs incurred in study materials developments. As explained in Note 2.8, the useful life of these costs is estimated to be not more than ten years.

The amortisation of development costs is included in the "Administrative expenses" line item in the statements of comprehensive income.

18. Investment in subsidiaries

	Company	
	2020	**2019**
	RM'000	**RM'000**
Unquoted shares at cost:		
At 1 January	**88,601**	88,446
ESOS options and PSP Grant shares (forfeited by the Company)	**(466)**	(44)
Capitalisation of capital contribution to a subsidiary*	**106**	199
At 31 December	**88,241**	88,601
Accumulated impairment losses:		
At 1 January	**(9,831)**	(9,831)
Impairment loss for the year (Note 9)	**(960)**	-
At 31 December	**(10,791)**	(9,831)
	77,450	78,770

* Represents fair value on below market interest loan advance to the subsidiary.

18. Investment in subsidiaries (cont'd.)

The details of the subsidiaries are as follows:

Name of Company	Effective equity interest 2020 %	2019 %	Principal activities
Incorporated in Malaysia:			
SEGi College (KL) Sdn. Bhd.*	**100**	100	Provision of professional, commercial and academic education
PDCE Resources Sdn. Bhd.**	**100**	100	Provision of professional, commercial and academic education
SEGi College (PG) Sdn. Bhd.*	**100**	100	Provision of professional, commercial and academic education
SEGi College (KD) Sdn. Bhd.*	**100**	100	Provision of professional, commercial and academic education
SMRC Learning Alliance Sdn. Bhd.**	**100**	100	Provision of educational and training services
SEG Equity Sdn. Bhd.**	**100**	100	Investment holding
SEG International Group Sdn. Bhd.**	**100**	100	Investment holding and provision of training and educational services
SEGi Campus Sdn. Bhd.**	**100**	100	Property investment and development
SEGi Holdings Sdn. Bhd.*	**100**	100	Investment holding and management consultancy
Summit Education Sdn. Bhd.**	**98.63**	98.63	Investment holding and management consultancy
Summit Early Childhood Edu-Care Sdn. Bhd.**	**100**	100	Provision of child education and related services
Agensi Pekerjaan Job Venture Sdn. Bhd.**	**100**	100	Provision of job placement consultancy services
PMDC Learning Alliance (EM) Sdn. Bhd.**	**100**	100	Provision of management consultancy services and investment holding
Held through subsidiaries:			
SEGi University Sdn. Bhd.*	**100**	100	Provision of professional, commercial and academic education
SEGi EyeCare Sdn. Bhd.**	**100**	100	Provision of eye care and optometry related services
SEGi Consultancy Sdn. Bhd.**	**100**	100	Provision of educational and training services

18. Investment in subsidiaries (cont'd.)

The details of the subsidiaries are as follows (cont'd.):

Name of Company	Effective equity interest 2020 %	2019 %	Principal activities
Held through subsidiaries: (cont'd.)			
SEGi College (Sarawak) Sdn. Bhd.**	**100**	100	Operation of an educational institution for further studies
SEGi HealthCare Sdn. Bhd.**	**100**	100	Provision of medical clinic and healthcare services
IFPA Resources Sdn. Bhd.**	**100**	100	Provision of financial planning and financial related courses
SEGi Assets Sdn. Bhd.**	**100**	100	Property investment and property management
SEGi-IGS Sdn. Bhd.**	**94**	94	Provision of educational services
SEGi College (Subang Jaya) Sdn. Bhd.*	**100**	100	Operation of institute providing educational programmes
Summit Multimedia Education Sdn. Bhd.**	**81.25**	81.25	Provision of educational services
Binary Mark Sdn. Bhd.**	**100**	100	Property investment
SEGi Properties (M) Sdn. Bhd.**	**100**	100	Investment property holding
SEGi DentalCare Sdn. Bhd.**	**100**	100	Provision of dental care and training services
SEGi EduHub Sdn. Bhd.**	**100**	100	Property investment and development
Metromas Realtors Sdn. Bhd.*	**100**	100	Investment holding and property investment
Consortium Support Services Sdn. Bhd.**	**100**	100	Provision of hostels and transportation management
Milenium Optima Sdn. Bhd.**	**100**	100	Provision of solutions and e-community management system
Platinum Icon Sdn. Bhd.**	**100**	100	Development of software business solutions
Bumi Intuisi Sdn. Bhd.**	**100**	100	Software development and provision of total online training solution

18. Investment in subsidiaries (cont'd.)

The details of the subsidiaries are as follows (cont'd.):

Name of Company	Effective equity interest 2020 %	2019 %	Principal activities
Incorporated in Republic of Mauritius:			
Worldwide Accreditation Ltd.***	**100**	100	Provision of licensing and accreditation of educational programmes
Incorporated in Republic of China (Hong Kong):			
Darson Limited**	**100**	100	Provision of education and recruitment services and other related services
Karden Limited**	**100**	100	Provision of education and recruitment services

* Audited by Ernst & Young PLT, Malaysia.
** Audited by firms of chartered accountants other than Ernst & Young PLT.
*** Audited by member firm of Ernst & Young Global in the respective country.

Impairment loss on investment in subsidiaries

During the financial year, the Company has carried out review of recoverable amounts of the investments determined based on value-in-use and the key assumptions used in calculating the recoverable amounts as described below. During the financial year, based on the key assumptions applied, the recoverable amount was estimated to be lower than the carrying amount and an impairment loss amounting to RM960,000 was recognised and included in other expenses in the profit or loss.

The value-in-use was calculated using cash flow projections based on financial budget approved by the Board of Directors covering a 5-year period (2019: 5-year period).

Key assumptions used in value-in-use calculations are presented below:

(i) Pre-tax discount rate of 12% (2019: 15%).

(ii) Revenue annual growth rate of 3% to 25% (2019: 3% to 5%).

(iii) Terminal growth rate of 1.3% (2019: 1%) represents the growth rate applied to extrapolate post-tax cash flow beyond the five year financial budget period.

The impairment assessments are sensitive to changes to these assumptions and any significant adverse movements in these assumptions could impact the results of the impairment test.

Discount rate: An increase in the pre-tax discount rate of 2% would result in an impairment of RM1,012,000 for Summit Early Childhood Edu-Care Sdn Bhd.

Growth rate: The forecast long-term growth rate are based on published industry research and does not exceed the long-term average growth rate for the industry. A reduction to 1% in the long-term growth rate would result in an impairment of RM976,000 for Summit Early Childhood Edu-Care Sdn Bhd.

19. Other investment

	Group	
	2020	2019
	RM'000	RM'000
Non current:		
Fair value through other comprehensive income		
Quoted equity investments in Malaysia	660	740

The Group designated its investments in quoted shares as equity instruments at fair value through other comprehensive income.

20. Receivables

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
Non-current					
Non-trade					
Deposits		**4,390**	1,350	**-**	-
Amount due from a subsidiary	(a)	**-**	-	**22,536**	21,772
		4,390	1,350	**22,536**	21,772
Current					
Trade					
Trade receivables	(b)	**25,710**	24,142	**-**	-
Less: Allowance for ECL		**(3,300)**	(2,236)	**-**	-
		22,410	21,906	**-**	-
Non-trade					
Other receivables, deposits and prepayments		**8,727**	9,195	**550**	1,478
Less: Write-off	9	**(502)**	-	**-**	-
		8,225	9,195	**550**	1,478
Amounts due from subsidiaries	-	**-**	-	**31,744**	37,840
Total current trade and other receivables		**30,635**	31,101	**32,294**	39,318
Total trade and other receivables (non-current and current)		**35,025**	32,451	**54,830**	61,090
Add: Deposits, cash and bank balances	25	**53,045**	58,692	**19,297**	25,502
Less: Prepayments		**(5,718)**	(4,820)	**(418)**	(294)
Total financial assets carried at amortised cost		**82,352**	86,323	**73,709**	86,298

20. Receivables (cont'd.)

(a) Amounts due from subsidiaries

	Company	
	2020	2019
	RM'000	RM'000
Interest bearing	**54,280**	59,537
Non-interest bearing	**-**	75
	54,280	59,612

The amounts due from subsidiaries are non-trade in nature, unsecured and receivable on demand. The interest bearing portion bore an effective interest rate of 1.75% to 3.5% (2019: 1% to 5%) per annum.

Amount due from subsidiaries that are impaired

The Company applies the simplified approach whereby allowance for impairment are measured at lifetime ECL. Movement in allowance for ECL:

	Company Individually impaired	
	2020	2019
	RM'000	RM'000
Other receivables - nominal amounts	**8,297**	8,297
Less: Allowance for ECL	**(8,297)**	(8,297)
	-	-

Movement in allowance for ECL:

	Company	
	2020	2019
	RM'000	RM'000
At 31 December 2019/ 1 January 2020/31 December 2020	**8,297**	8,297

Amount due from subsidiaries that are individually determined to be impaired at the reporting date relate to subsidiaries that are in significant financial difficulties and have defaulted on payments. These amount due from subsidiaries are not secured by any collateral or credit enhancements.

20. Receivables (cont'd.)

(b) Trade receivables

The normal trade credit terms granted by the Group ranged from 30 to 180 days (2019: 30 to 180 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition. Other credit terms are assessed and approved on a case-by-case basis. The Group recognises a loss allowance based on lifetime ECL at each reporting date.

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2020	**2019**
	RM'000	**RM'000**
Neither past due nor impaired	**22,410**	21,906
Impaired	**3,300**	2,236
	25,710	24,142

Trade receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group. Most of the Group's trade receivables arise from students under the Perbadanan Tabung Pendidikan Tinggi Nasional ("PTPTN") loan scheme.

None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

Trade receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance for ECL used to record the impairment are as follows:

Movement in allowance for ECL:

		2020	**2019**
	Note	**RM'000**	**RM'000**
At 1 January		**2,236**	3,441
Allowance for the year	9	**1,518**	1,922
Reversal for the year	9	**(454)**	(3,127)
At 31 December		**3,300**	2,236

Certain trade receivables are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

21. Right-of-use assets and lease liabilities

Group and Company as a lessee

The Group and the Company have lease contracts for various items of plant, property and equipment used in its operations. Leases of property generally have lease terms between 2 to 15 years, while plant and equipment generally have lease terms of 5 years. The Group's and the Company's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group and the Company also have certain leases of equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(a) Right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

		Group			Company
		Property	Leasehold land and others	Total	Property
	Note	RM'000	RM'000	RM'000	RM'000
At 1 January 2019		131,436	5,350	136,786	105,784
Additions		7,784	-	7,784	-
Depreciation expense	9	(21,590)	(124)	(21,714)	(13,556)
At 31 December 2019		117,630	5,226	122,856	92,228
Additions		30,870	63	30,933	-
Derecognition		(800)	-	(800)	-
Depreciation expense	9	(22,221)	(136)	(22,357)	(13,556)
At 31 December 2020		**125,479**	**5,153**	**130,632**	**78,672**

The leases of properties are mainly used for the Group's education operations and as offices.

21. Right-of-use assets and lease liabilities (cont'd.)

Group and Company as a lessee (cont'd.)

(b) Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	Note	Group Property leases RM'000	Group Hire purchase RM'000 (i)	Group Total RM'000	Company Property leases RM'000
At 1 January 2019		144,270	1,267	145,537	111,628
Additions during the year		7,784	2,050	9,834	-
Interest expense	8	7,484	134	7,618	5,630
Payments of principal		(28,592)	(1,169)	(29,761)	(18,461)
At 31 December 2019		130,946	2,282	133,228	98,797
Additions during the year		30,933	-	30,933	-
Derecognition		(880)	-	(880)	-
Interest expense	8	7,197	102	7,299	4,920
Covid-19-related rent concessions received		(2,432)	-	(2,432)	(1,538)
Payments		(26,511)	(1,072)	(27,583)	(16,922)
At 31 December 2020		**139,253**	**1,312**	**140,565**	**85,257**

	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Current	**19,738**	23,283	**11,497**	13,540
Non-current	**120,827**	109,945	**73,760**	85,257
	140,565	133,228	**85,257**	98,797

The lease liabilities at the end of the reporting period bore a weighted average incremental borrowing rate of 4.55% (2019: 5.40%).

The maturity analysis of lease liabilities are disclosed in Note 36.

The following are the amounts recognised in profit or loss:

	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Depreciation expense of right-of-use assets (Note 9)	**22,357**	21,714	**13,556**	13,556
Interest expense on lease liabilities (Note 8)	**7,197**	7,484	**4,920**	5,630
Total amount recognised in profit or loss	**29,554**	29,198	**18,476**	19,186

21. Right-of-use assets and lease liabilities (cont'd.)

Group and Company as a lessee (cont'd.)

(b) Lease liabilities

(i) Hire purchase liabilities

	Group	
	2020	**2019**
	RM'000	**RM'000**
Minimum lease payments:		
- repayable within 1 year	**918**	1,072
- repayable between 1 year to 5 years	**455**	1,372
	1,373	2,444
Less: Future finance charges	**(61)**	(162)
Present value	**1,312**	2,282

The net hire purchase liabilities are repayable as follows:

	Group	
	2020	**2019**
	RM'000	**RM'000**
Non-current:		
- repayable between 1 year to 5 years	**444**	1,312
Current:		
- not later than 1 year	**868**	970
	1,312	2,282

The hire purchase liabilities at the end of the reporting period bore effective interest rates ranging from 4.56% to 8.79% (2019: 4.53% to 9.74%) per annum.

21. Right-of-use assets and lease liabilities (cont'd.)

A reconciliation of lease liabilities arising from financing activities is as follows:

	As at 1 January 2020 RM'000	Additions RM'000	Repayments RM'000	Covid-19-related rent concessions RM'000	Unwinding of interest RM'000	Derecognition RM'000	Other RM'000	As at 31 December 2020 RM'000
Group								
Hire purchase liabilities:								
Non-current	**1,312**	**-**	**-**	**-**	**-**	**-**	**(868)**	**444**
Current	**970**	**-**	**(1,072)**	**-**	**102**	**-**	**868**	**868**
	2,282	**-**	**(1,072)**	**-**	**102**	**-**	**-**	**1,312**
Property leases:								
Non-current	**108,633**	**30,060**	**-**	**-**	**-**	**(880)**	**(17,430)**	**120,383**
Current	**22,313**	**873**	**(26,511)**	**(2,432)**	**7,197**	**-**	**17,430**	**18,870**
	130,946	**30,933**	**(26,511)**	**(2,432)**	**7,197**	**(880)**	**-**	**139,253**
Total lease liabilities from financing activities	**133,228**	**30,933**	**(27,583)**	**(2,432)**	**7,299**	**(880)**	**-**	**140,565**

	As at 1 January 2019 RM'000	Additions RM'000	Repayments RM'000	Unwinding of interest RM'000	Derecognition RM'000	Other RM'000	As at 31 December 2019 RM'000
Group							
Hire purchase liabilities:							
Non-current	631	1,629	-	-	-	(948)	1,312
Current	636	421	(1,169)	134	-	948	970
	1,267	2,050	(1,169)	134	-	-	2,282
Property leases:							
Non-current	124,442	6,505	-	-	-	(22,314)	108,633
Current	19,828	1,279	(28,592)	7,484	-	22,314	22,313
	144,270	7,784	(28,592)	7,484	-	-	130,946
Total lease liabilities from financing activities	145,537	9,834	(29,761)	7,618	-	-	133,228

21. Right-of-use assets and lease liabilities (cont'd.)

A reconciliation of lease liabilities arising from financing activities is as follows: (cont'd.)

	As at 1 January 2020	Repayments	Covid-19-related rent concessions	Unwinding of interest	Other	As at 31 December 2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Company						
Lease liabilities:						
Non-current	**85,257**	**-**	**-**	**-**	**(11,497)**	**73,760**
Current	**13,540**	**(16,922)**	**(1,538)**	**4,920**	**11,497**	**11,497**
Total lease liabilities from financing activities	**98,797**	**(16,922)**	**(1,538)**	**4,920**	**-**	**85,257**

	As at 1 January 2019	Repayments	Unwinding of interest	Other	As at 31 December 2019
	RM'000	RM'000	RM'000	RM'000	RM'000
Company					
Lease liabilities:					
Non-current	98,797	-	-	(13,540)	85,257
Current	12,831	(18,461)	5,630	13,540	13,540
Total lease liabilities from financing activities	111,628	(18,461)	5,630	-	98,797

22. Deferred tax assets/ (liabilities)

Deferred tax as at 31 December relates to the following:

	As at 1 January 2019 RM'000	Recognised in profit or loss RM'000	As at 31 December 2019 RM'000	Recognised in profit or loss RM'000	As at 31 December 2020 RM'000
Group					
Deferred tax assets					
Unabsorbed capital allowances	529	638	1,167	(296)	**871**
Unused tax losses	2,273	(1,555)	718	(707)	**11**
Other temporary differences	6,890	(1,253)	5,637	655	**6,292**
	9,692	(2,170)	7,522	(348)	**7,174**
Deferred tax liability					
Property, plant and equipment	(4,327)	3,074	(1,253)	(85)	**(1,338)**
	5,365	904	6,269	(433)	**5,836**

	As at 1 January 2019 RM'000	Recognised in profit or loss RM'000	As at 31 December 2019 RM'000	Recognised in profit or loss RM'000	As at 31 December 2020 RM'000
Company					
Deferred tax assets					
Unabsorbed capital allowances	396	771	1,167	(471)	**696**
Unused tax losses	1,480	(771)	709	(709)	**-**
Other temporary differences	-	-	-	1,579	**1,579**
	1,876	-	1,876	399	**2,275**
Deferred tax liability					
Property, plant and equipment	(303)	-	(303)	(22)	**(325)**
	1,573	-	1,573	377	**1,950**

22. Deferred tax assets/ (liabilities) (cont'd.)

	Group		Company	
	2020 RM'000	**2019 RM'000**	**2020 RM'000**	**2019 RM'000**
Presented after appropriate offsetting as follows:				
Deferred tax assets	**7,174**	7,522	**2,275**	1,876
Deferred tax liability	**(1,338)**	(1,253)	**(1,950)**	(1,573)
	5,836	6,269	**325**	303

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2020 RM'000	**2019 RM'000**	**2020 RM'000**	**2019 RM'000**
Unused tax losses	**37,886**	38,816	**3,997**	4,815
Unabsorbed capital allowances	**4,185**	4,342	**-**	-
Unutilised tax credit	**1,034**	748	**-**	-
Other deductible temporary differences	**5,081**	4,543	**-**	-
	48,186	48,449	**3,997**	4,815

The above deferred tax assets have not been recognised due to uncertainty of its recoverability.

The availability of unutilised tax losses for offsetting against future taxable profits of a subsidiary in Malaysia is subject to no substantial changes in the shareholding of the subsidiary under the Income Tax Act 1967 and guidelines issued by the tax authority. With effect from year of assessment ("YA") 2019, unutilised business losses arising from a YA is allowed to only be carried forward from YA 2018 for utilisation up to 7 consecutive YAs from that YA. In addition, any accumulated unabsorbed business losses brought forward from YA 2018 shall be allowed to be utilised for 7 consecutive YAs (i.e. until YA 2025).

23. Inventories

	Group	
	2020 RM'000	**2019 RM'000**
At lower of cost and net realisable value		
Eyecare and health related products	**85**	95

Inventories represent eyecare and healthcare products for sale stated at lower of cost and net realisable value.

During the financial year, the amount of inventories recognised as an expense in cost of sales of the Group was RM163,000 (2019: RM188,000).

24. Other financial asset

	Group/Company	
	2020 RM'000	2019 RM'000
Current:		
Fair value through profit or loss		
Investment securities	**278**	273

Investment securities represent investment in mutual fund.

25. Deposits, cash and bank balances

	Note	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Short-term deposits with financial institutions		**10,034**	15,056	**10,034**	15,056
Cash and bank balances	(a)	**37,687**	38,506	**4,099**	5,471
Fixed deposits with licensed banks	(b)	**5,324**	5,130	**5,164**	4,975
		53,045	58,692	**19,297**	25,502

(a) At reporting date, bank balance of the Group and Company, RM21,363,946 (2019: RM19,932,810) and RM1,530,823 (2019: RM5,311,911), respectively are placed under an Automated Sweep Agreement ("Automated Sweep") with licensed banks. The overnight placement of the funds following the Automated Sweep, bears an average interest at 1.4% (2019: 1.4%) per annum.

(b) Fixed deposits with licensed banks of the Group and of the Company amounting to RM5,324,000 (2019: RM5,130,000) and RM5,164,000 (2019: RM4,975,000) respectively are pledged for bank guarantee facilities.

The weighted average effective interest rates ("WAEIR") as at the reporting date and the remaining maturities of the Group's and of the Company's deposits with licensed banks and licensed financial institutions are as follows:

	Group 2020	Group 2019	Company 2020	Company 2019
WAEIR (%)	**2.69**	3.08	**2.72**	3.10
Average maturities (Months)	**1 - 8**	1 - 16	**1 - 8**	1 - 16

For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the reporting date:

	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Deposits, cash and bank balances	**53,045**	58,692	**19,297**	25,502
Less:				
Deposits with licensed banks with maturity of more than three months	**(5,324)**	(5,130)	**(5,164)**	(4,975)
Total cash and cash equivalents	**47,721**	53,562	**14,133**	20,527

26. Borrowings

		Group/Company	
	Note	2020 RM'000	2019 RM'000
Non-current:			
Secured			
Loans	(a)	**7,250**	16,250

		Group/Company	
	Note	2020 RM'000	2019 RM'000
Current:			
Secured			
Overdraft		**5,772**	-
Loan	(a)	**9,000**	9,000
		14,772	9,000
Unsecured			
Loan	(a)	**9,500**	-
		24,272	9,000
		31,522	25,250

(a) Loans

	Group/Company	
	2020 RM'000	2019 RM'000
Non-current:		
Secured		
- repayable between 1 year to 2 years	**7,250**	9,000
- repayable between 2 to 5 years	**-**	7,250
	7,250	16,250
Current:		
Unsecured		
- repayable within 1 year	**9,500**	-
Secured		
- repayable within 1 year	**9,000**	9,000
	18,500	9,000
	25,750	25,250

During the current financial year, the term loan bore a weighted average effective interest rate of 5.48% (2019: 5.48%) per annum.

The loans are secured by the legal mortgage of certain leasehold buildings of the Group as disclosed in the Note 15.

26. Borrowings (cont'd.)

A reconciliation of liabilities arising from financing activities is as follows:

Group	As at 1 January 2020 RM'000	Additions RM'000	Repayments RM'000	Unwinding of interest RM'000	Other RM'000	As at 31 December 2020 RM'000
Loans:						
Non-current	**16,250**	**-**	**-**	**-**	**(9,000)**	**7,250**
Current	**9,000**	**9,500**	**(10,568)**	**1,568**	**9,000**	**18,500**
Overdraft:						
Current	**-**	**5,772**	**-**	**-**	**-**	**5,772**
Total borrowings from financing activities	**25,250**	**15,272**	**(10,568)**	**1,568**	**-**	**31,522**

Group	As at 1 January 2019 RM'000	Additions RM'000	Repayments RM'000	Unwinding of interest RM'000	Other RM'000	As at 31 December 2019 RM'000
Term loan:						
Non-current	25,250	-	-	-	(9,000)	16,250
Current	9,000	-	(10,520)	1,520	9,000	9,000
Total borrowings from financing activities	34,250	-	(10,520)	1,520	-	25,250

Company	As at 1 January 2020 RM'000	Additions RM'000	Repayments RM'000	Unwinding of interest RM'000	Other RM'000	As at 31 December 2020 RM'000
Loans:						
Non-current	**16,250**	**-**	**-**	**-**	**(9,000)**	**7,250**
Current	**9,000**	**9,500**	**(10,568)**	**1,568**	**9,000**	**18,500**
Overdraft:						
Current	**-**	**5,772**	**-**	**-**	**-**	**5,772**
Total borrowings from financing activities	**25,250**	**15,272**	**(10,568)**	**1,568**	**-**	**31,522**

Company	As at 1 January 2019 RM'000	Additions RM'000	Repayments RM'000	Unwinding of interest RM'000	Other RM'000	31 December 2019 RM'000
Term loan:						
Non-current	25,250	-	-	-	(9,000)	16,250
Current	9,000	-	(10,520)	1,520	9,000	9,000
Total borrowings from financing activities	34,250	-	(10,520)	1,520	-	25,250

27. Payables

	Note	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
Non-current					
Non-trade					
Deposits		**2,034**	2,671	**1,689**	2,324
Current					
Trade					
Trade payables	(a)	**29**	260	**-**	-
Non-trade					
Other payables and accruals		**45,686**	56,436	**1,696**	1,382
Amounts due to subsidiaries	(b)	**-**	-	**10,873**	25,033
		45,686	56,436	**12,569**	26,415
		45,715	56,696	**12,569**	26,415
Total trade and other payables (current and non-current)		**47,749**	59,367	**14,258**	28,739
Add: Borrowings	26	**31,522**	25,250	**31,522**	25,250
Add: Lease liabilities	21(b)	**140,565**	133,228	**85,257**	98,797
Total financial liabilities carried at amortised cost		**219,836**	217,845	**131,037**	152,786

(a) Trade payables

The normal trade credit terms granted to the Group ranged from 30 to 90 days (2019: 30 to 90 days).

(b) Amounts due to subsidiaries

The amounts due to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand. The foreign currency exposure profile of the amounts due to the subsidiaries of the Company at the end of the reporting period is as follow:

	Company 2020 RM'000	Company 2019 RM'000
United States Dollar ("USD")	**4,709**	**4,075**

28. Contract liabilities

	Group	
	2020 RM'000	**2019 RM'000**
At 1 January	**30,993**	32,532
Deferred during the year	**174,633**	195,982
Recognised as revenue during the year	**(180,492)**	(197,521)
At 31 December	**25,134**	30,993
Fees received in advance		
Current	**23,970**	29,687
Non-current	**1,164**	1,306
	25,134	30,993

29. Provisions

	Group	
	2020 RM'000	**2019 RM'000**
At January	**619**	-
Provisions during the year	**-**	619
Utilised during the year	**(177)**	-
At 31 December	**442**	619

Included in the provisions are provision for the estimated costs of dismantlement, removal or restoration of property, plant and equipment arising from the use of such assets, which are capitalised and included in right-of-use assets.

30. Share capital

	Group/Company			
	2020 '000	**2019 '000**	**2020 RM'000**	**2019 RM'000**
Ordinary shares:				
Issued and fully paid-up				
Ordinary shares				
At 1 January / 31 December	**1,264,563**	1,264,563	**147,707**	147,707

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

31. Treasury shares

During the financial year, the Company purchased its issued ordinary shares in the open market under the share buy-back programme. Detail are as follows:

	No of shares	Cost of shares RM'000
At 31 December 2019/ 1 January 2020	**26,048,600**	**37,486**
Additions during the financial year	**12,685,800**	**7,705**
31 December 2020	**38,734,400**	**45,191**

The share buy-back programme was financed by internally generated funds. The shares purchased were retained as treasury shares in accordance with Section 127(4)(b) of the Companies Act 2016 and presented as a deduction from shareholders' equity.

During the financial year, there were no re-sale of treasury shares.

32. Reserves

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
(Accumulated losses)/retained profits	(a)	**(12,407)**	(20,937)	**3,285**	669
Fair value reserve of financial assets at FVOCI	(b)	**-**	-	**(200)**	-
Exchange translation reserve	(c)	**198**	9	**-**	-
Share-based payment reserve	(d)	**1,991**	1,969	**1,991**	1,969
		(10,218)	(19,159)	**5,276**	2,638

(a) Retained profits

The Company may distribute dividends out of its entire retained profits as at 31 December 2020 and 31 December 2019 under the single tier system.

(b) Fair value reserve of financial assets at FVOCI

The fair value reserve of financial assets at FVOCI represents the cumulative fair value changes, net of tax, of debt instruments at FVOCI until they are disposed of or impaired.

32. Reserves (cont'd.)

(c) Exchange translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(d) Share-based payment reserve

Share-based payment reserve represents the equity-settled share options granted (refer definition of grant date below) to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options and is reduced upon the expiry or exercise of the share options.

According to MFRS 2, a grant date is the date at which the entity and another party (including an employee) agree to a share-based payment arrangement, being when the entity and the counterparty have a shared understanding of the terms and conditions of the arrangement. At the grant date the entity confers on the counterparty the right to equity instruments of the entity, provided the specified vesting conditions, if any, are met. If that agreement is subject to an approval process (for example, by shareholders) grant date is the date when approval is obtained. Hence, under the MFRS 2, an option is granted upon share option contract being entered, regardless whether at the material time the option has yet vested on the employee.

The movements in share-based payment reserve of the Group and of the Company are as follows:

	Group/Company RM'000
At 1 January 2019	1,991
Share-based payment expense during the year	224
Over provision of share-based payment expense in prior years	(246)
At 31 December 2019	**1,969**
Share-based payment expense during the year	**524**
Over provision of share-based payment expense in prior years	**(502)**
At 31 December 2020	**1,991**

(i) The main features of the Company's Employee Share Option Scheme ("ESOS") are outlined below:

- The maximum number of new ordinary shares in the Company which may be issued upon the exercise of the ESOS shall not exceed 15% of the issued and paid-up share capital (excluding treasury shares, if any) of the Company at any point of time throughout the duration of the ESOS.

- Full-time executives of the Group and executive directors of the Company in employment with the Company and its subsidiary companies which are not dormant shall be eligible to participate in the ESOS.

32. Reserves (cont'd.)

(d) Share-based payment reserve (cont'd.)

(i) The main features of the Company's Employee Share Option Scheme ("ESOS") are outlined below: (cont'd.)

- The maximum number of options that may be offered to an Eligible Person shall be determined at the discretion of the Long Term Incentive Plan ("LTIP") Committee after taking into consideration, amongst others and where relevant, the performance, contribution, employment grade, seniority and length of service of the Eligible Person, subject to the following:

  - The executive directors and senior management do not participate in the deliberation or discussion of their own allocation;

  - The allocation to an Eligible Person, who either individually or collectively, through persons connected to the Eligible Person, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any), must not exceed 10% of the new shares available under the LTIP; and

  - Not more than 60% of the new shares available under the LTIP shall be allocated in aggregate to the executive directors and senior management of the Company and its subsidiaries.

The option price shall be the five-day weighted average market price of the Company's shares immediately preceding the date of the offer, with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time at the LTIP Committee's discretion or the par value of the shares of the Company, whichever is the higher.

The ESOS shall be in force for a period of 10 years from the effective date (1 July 2014) for the implementation of the ESOS.

Details of the ESOS options granted in accordance to MFRS 2 are as follows:

As at 31 December 2020, the Company has an allocation of 16 million (2019: 22 million) ESOS options that are made available to eligible employees of the Group. The vesting of these allocations to the employees are subject to certain vesting conditions and the sole discretion of the LTIP Committee.

The following table illustrates the movements in the allocations of share options during the financial year:

	ESOS option allocations and grant	
	2020 '000	**2019 '000**
At 1 January	**21,929**	24,965
Forfeited during the year	**(6,366)**	(3,036)
At 31 December	**15,563**	21,929

The expected life of the option is based on historical date and is not necessarily indicative of exercise pattern that may occur. The expected volatility reflects the assumptions that the historical volatility is indicative of future trends which may also not necessarily be the actual outcome.

32. Reserves (cont'd.)

(d) Share-based payment reserve (cont'd.)

(ii) Shares Grant Plan ("SGP")

SGP is intended to allow the Company to award the Performance Share Plan ("PSP") Grant to selected Eligible Persons of the Company and its subsidiaries. The PSP Grant is an annual grant to incentivise the Eligible Persons towards the attainment of the long-term success and growth of the Company and its subsidiaries.

Upon acceptance of the PSP Grant by the selected Eligible Persons, the Eligible Person will be entitled to participate in the SGP where shares may be vested with the PSP Grantees at no cost over a period of up to 10 years upon fulfilment of vesting conditions, whereby the selected Eligible Persons will be assessed based on, amongst others, individual performance and the fulfilment of yearly performance targets and/or criteria set and the overall financial performance of the Group, in accordance with the terms and conditions stipulated and determined by the LTIP Committee at its discretion. The vesting of the PSP Grant is at the LTIP Committee's sole discretion.

The LTIP Committee may in its absolute discretion decide that the ordinary share in the Company ("SEGi Shares") to be awarded to the selected Eligible Persons be satisfied by the following methods:

- Issuance of new SEGi Shares;
- Acquisition of existing SEGi Shares from the Main Market of Bursa Securities;
- Any other methods as may be permitted by the Companies Act 2016, as amended from time to time and any re-enactment thereof; or
- A combination of any of the above.

The following table illustrates the movements in PSP Grant allocation during the financial year:

	PSP Grant allocations and grant	
	2020 '000	**2019 '000**
At 1 January	**3,545**	4,210
Granted in accordance to MFRS 2	**1,488**	-
Forfeited during the year	**(582)**	(665)
At 31 December	**4,451**	3,545

33. Commitments and contingencies

Guarantees

	Group		Company	
	2020 RM'000	**2019 RM'000**	**2020 RM'000**	**2019 RM'000**
Guarantees				
Secured:				
Bank guarantees	**25**	25	**-**	-
Unsecured:				
Bank guarantees	**26,720**	26,720	**26,672**	26,672
	26,745	26,745	**26,672**	26,672

Bank guarantees are secured by fixed deposits with licensed banks as disclosed in Note 25.

34. Related party disclosures

Significant related party transactions

Other than those disclosed elsewhere in the financial statements, the Company also carried out the following transactions with the related parties during the financial years:

		Company	
(Income)/expenses	**Note**	**2020 RM'000**	**2019 RM'000**
Sale of services to subsidiaries:			
- management fee	4	**(6,492)**	(5,927)
- maintenance fee		**(552)**	(552)
- rental of premises	4	**(17,758)**	(18,043)
- service charge		**(180)**	(180)
- accounting fee	7	**(1,440)**	(960)
Interest income from subsidiaries	6	**(1,540)**	(2,202)
Dividend income from subsidiaries	4	**(32,505)**	(35,664)
Acquisition of services from subsidiaries:			
- accreditation fee		**8,971**	8,573
- maintenance fee		**1,096**	1,096
- management fee	5	**3,184**	3,652

Information regarding outstanding balances arising from related party transactions as at 31 December 2020 and 31 December 2019 are disclosed in Note 20(a) and Note 27(b).

The directors of the Company are of the opinion that the above transactions are entered into in the normal course of business and based on negotiated and mutually agreed terms.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel includes all the Directors of the Group, and certain members of senior management of the Group.

34. Related party disclosures (cont'd.)

Compensation of key management personnel:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Directors of the Company:				
- fee	**266**	266	**266**	266
- remuneration	**648**	807	**648**	807
- defined contribution plan	**69**	81	**69**	81
	983	1,154	**983**	1,154
Other key management personnel:				
- salary and other short-term employee benefits	**1,308**	2,031	**435**	488
- defined contribution plan	**157**	238	**52**	59
	1,465	2,269	**487**	547
Total	**2,448**	3,423	**1,470**	1,701

35. Fair value of financial instruments

(a) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	Note
Receivables (non-current and current)	20
Deposits, cash and bank balances	25
Borrowings (non-current and current)	26
Payables (non-current and current)	27

(b) Fair value measurements

The following methods and assumptions are used to estimate the fair values of the following classes of financial instruments:

(i) Deposits, cash and bank balances, receivables, payables and borrowings

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

The carrying amounts of the loans and borrowings are reasonable approximations of fair values due to the insignificant impact of discounting.

35. Fair value of financial instruments (cont'd.)

(b) Fair value measurements (cont'd.)

(ii) Quoted investments

The fair value of quoted investments is determined by reference to stock exchange quoted market bid prices at the close of the business at the reporting date.

(iii) Amount due from/(to) subsidiaries

The Company does not anticipate the carrying amounts recorded at the reporting date that would eventually be received or settled to be significantly different from the fair values as the amounts are repayable on demand.

Fair value hierarchy analysis

The Group has carried its quoted investment and other financial asset that are classified as debt instruments at fair value through OCI and financial assets at fair value through profit or loss respectively at their fair values. The quoted investment and other financial asset belong to Level 1 and Level 2 respectively of the fair value hierarchy.

There were no transfers between any levels of the fair value hierarchy during the financial year. There were also no changes in the purpose of any financial instruments that subsequently resulted in a different classification.

36. Financial risk management objectives and policies

The Group's and the Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's and the Company's operations. The Group's and the Company's principal financial assets include trade and other receivables and cash and short term deposits that derive directly from its operations. The Group and the Company also hold financial assets at fair value through profit and loss.

The Group and the Company are exposed to market risk, credit risk, and liquidity risk. The Group's and the Company's management oversees the management of these risks. The Group's senior management is supported by Audit Committee that provides independent oversight to the effectiveness of the risk management process. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's and the Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's and the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

The following table demonstrates the sensitivity of the Group's and of the Company's profit net of tax to a reasonably possible change of 10% of respective foreign currencies against the functional currency, with all other variables held constant. The sensitivity analysis includes significant outstanding foreign currency denominated monetary items with their translation at year end adjusted for a 10% change in foreign exchange rates as at the end of the financial year, as disclosed in Note 27.

36. Financial risk management objectives and policies (cont'd.)

(a) Foreign currency risk (cont'd.)

	Decrease/(increase) Group/Company Profit net of tax	
	2020 RM'000	**2019 RM'000**
Strengthen by 10%		
United State Dollar	**1,857**	1,646
Weaken by 10%		
United State Dollar	**(1,857)**	(1,646)

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligation with floating interest rates. The Group's policy is to manage interest rate risk by using a mix of fixed and variable rate loan and borrowings.

Sensitivity analysis for interest rate risk

The following table details the sensitivity analysis to a reasonably possible change in the interest rates at the end of the reporting period, with all other variables held constant:

	Group	
	2020 RM'000	**2019 RM'000**
Effects on profit net of tax		
Increase of 100 basis points	**(271)**	(275)
Decrease of 100 basis points	**271**	275

(c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets, deposits, cash and bank balances, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. The impairment provision is determined based on the 12-month ECL.

The Group establishes an allowance for ECL that represents its estimate of incurred losses in respect of the trade and other receivables as appropriate. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. Impairment is estimated by management based on prior experience and the current economic environment.

36. Financial risk management objectives and policies (cont'd.)

(c) Credit risk (cont'd.)

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the debtors profile of its trade receivables on an on-going basis. At 31 December 2020, approximately 48% (2019: 61%) of the Group's trade receivables were due from students under the PTPTN loan scheme.

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets at the reporting date.

Financial assets that are neither past due nor impaired

Information regarding trade receivables that are neither past due nor impaired is disclosed in Note 20. Credit risks from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Deposits with banks and other financial institutions that are neither past due nor impaired are only placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 20.

(d) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

Excessive risk concentration

Concentrations arise when a number of counter parties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's and of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

36. Financial risk management objectives and policies (cont'd.)

(d) Liquidity risk (cont'd.)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and of the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations:

	Note	2020 On demand or within one year RM'000	One to five years RM'000	More than five years RM'000	Total RM'000
Group					
Financial liabilities:					
Lease liabilities		**25,441**	**83,514**	**57,697**	**166,652**
Trade and other payables	27	**45,715**	**2,034**	**-**	**47,749**
Hire purchase liabilities	21(b)(i)	**918**	**455**	**-**	**1,373**
Loans	26	**18,500**	**7,250**	**-**	**25,750**
Overdraft	26	**5,772**	**-**	**-**	**5,772**
Total undiscounted financial liabilities		**96,346**	**93,253**	**57,697**	**247,296**
Company					
Financial liabilities:					
Lease liabilities		**15,724**	**57,420**	**28,710**	**101,854**
Other payables	27	**12,569**	**1,689**	**-**	**14,258**
Loans	26	**18,500**	**7,250**	**-**	**25,750**
Overdraft	26	**5,772**	**-**	**-**	**5,772**
Total undiscounted financial liabilities		**52,565**	**66,359**	**28,710**	**147,634**

36. Financial risk management objectives and policies (cont'd.)

(d) Liquidity risk (cont'd.)

Analysis of financial instruments by remaining contractual maturities

		2019			
	Note	On demand or within one year RM'000	One to five years RM'000	More than five years RM'000	Total RM'000
Group					
Financial liabilities:					
Lease liabilities		28,703	83,219	43,953	155,875
Trade and other payables	27	56,696	2,671	-	59,367
Hire purchase liabilities	21(b)(i)	1,072	1,372	-	2,444
Term loan	26	9,000	16,250	-	25,250
Total undiscounted financial liabilities		95,471	103,512	43,953	242,936
Company					
Financial liabilities:					
Lease liabilities		18,461	58,789	43,065	120,315
Other payables	27	26,415	2,324	-	28,739
Term loan	26	9,000	16,250	-	25,250
Total undiscounted financial liabilities		53,876	77,363	43,065	174,304

37. Capital management

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support their businesses and maximises shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group and the Company manage their capital based on debt-to-equity ratio. The Group's strategies were unchanged from the previous financial year. The debt-to-equity ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus payables less fees received in advance and deposits, cash and bank balances.

The Group and the Company are not subject to any externally imposed capital requirement.

37. Capital management (cont'd.)

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Borrowings	26	**31,522**	25,250	**31,522**	25,250
Lease liabilities	21(b)	**140,565**	133,228	**85,257**	98,797
Payables	27	**47,749**	59,367	**14,258**	28,739
Less:					
Deposits, cash and bank balances	25	**(53,045)**	(58,692)	**(19,297)**	(25,502)
Net debts		**166,791**	159,153	**111,740**	127,284
Equity attributable to equity holders of the Company		**92,298**	91,062	**107,792**	112,859
Capital and net debt		**259,089**	250,215	**219,532**	240,143
Gearing ratio with lease liabilities		**64%**	64%	**51%**	53%
Gearing ratio excluding lease liabilities		**22%**	22%	**20%**	20%

38. Operating segments

Segmental reporting is not presented as the Group is principally engaged in the provision of educational activities, which is substantially within a single business segment and operates wholly in Malaysia.

39. Prior year adjustments

In prior years, two properties held by a subsidiary of the Group were classified as property, plant and equipment when fellow subsidiaries were using them for their operations. Upon the cessation of operations, the properties remained classified as property, plant and equipment even though it became idle and were held for capital appreciation. The Group has effected the change in classification of the properties from property, plant and equipment to investment properties, and the related impairment charges attributed to prior years by restating the financial statements of the prior years. The effects are as follows:

	1 January 2019 As previously stated RM'000	Prior Year Adjustments RM'000	1 January 2019 As restated RM'000
Property, plant and equipment	98,122	(10,490)	87,632
Investment properties	-	8,100	8,100
Retained earnings	(32,716)	(2,390)	(35,106)

39. Prior year adjustments (cont'd.)

	31 December 2019 As previously stated RM'000	Prior Year Adjustments RM'000	31 December 2019 As restated RM'000
Property, plant and equipment	92,092	(9,397)	82,695
Investment properties	-	7,007	7,007
Retained earnings	(16,769)	(2,390)	(19,159)

40. Comparatives

The presentation and classification in the current financial statements have been consistent with the previous financial year except for certain comparatives which have been reclassified to conform with current year's presentation.

No.	Address	Approximate Areas/ Description	Existing Use	Tenure	Approximate Age of Building (Years)	NBV as at 31/12/2020 (RM'000)	Date of Revaluation/ Acquisition
Owned by Company							
1	33-35 Jalan Hang Lekiu 50100 Kuala Lumpur	4,515 sq ft land area with a 9-storey commercial building	Education Centre	Freehold	43	6,142	14/12/1993
Owned by Subsidiaries							
2	211, Jalan Bukit Mata Kuching 93100 Kuching, Sarawak	22,081 sq ft land area with 6-storey building	Education Centre	Leasehold Expiry date @ 13/08/2785	44	8,732	13/06/2001
3	South City Plaza Lot 3.09a, 3rd Floor Persiaran Serdang Perdana 43300 Seri Kembangan Selangor Darul Ehsan	21,986 sq ft built-up area of shoplot space	Training Centre	Leasehold Expiry date @ 09/11/2093	17	4,014	03/07/1998
4	South City Plaza Lot 3.09b, 3rd Floor Persiaran Serdang Perdana 43300 Seri Kembangan Selangor Darul Ehsan	15,482 sq ft built-up area of shoplot space	Training Centre	Leasehold Expiry date @ 09/11/2093	17	2,827	08/01/1999
5	Casa Residenza, Service Apartment - Block B Persiaran Surian, Kota Damansara, PJU 5 47810 Petaling Jaya Selangor Darul Ehsan 125 units from: • B1-11-10 to B1-11-13A • B1-12-10 to B1-12-13A • B1-13-10 to B1-13-13A • B1-13A-10 to B1-13A-13A • B1-15-10 to B1-15-13A • B1-16-10 to B1-16-13A • B1-17-10 to B1-17-13A • B1-18-10 to B1-18-13A • B1-19-10 to B1-19-13A	110,500 sq ft built-up area of 125 units service apartment	Residential	Leasehold Expiry date @ 25/01/2104	8	34,759	31/03/2013

No.	Address	Approximate Areas/ Description	Existing Use	Tenure	Approximate Age of Building (Years)	NBV as at 31/12/2020 (RM'000)	Date of Revaluation/ Acquisition
Owned by Subsidiaries (Cont'd)							
	• B1-20-10 to B1-20-13A • B1-21-10 to B1-21-13A • B1-22-10 to B1-22-13A • B1-23-10 to B1-23-13A • B1-23A-10 to B1-23A-13A • B1-25-10 to B1-25-13A • B1-26-10 to B1-26- 13A • B1-27-10 to B1-27-13A • B1-28-10 to B1-28-13A • B1-29-10 to B1-29-13A • B1-30-10 to B1-30-13A • B1-31-10 to B1-31-13A • B1-32-10 to B1-32-13A • B1-33-10 to B1-33-13A • B1-33A-10 to B1-33A-13A • B1-35-10 to B1-35-13A						
6	Unit No. A-PH-08 Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya Selangor Darul Ehsan	1,555 sq ft built-up area of a service apartment	Residential	Freehold	13	414	19/10/2005
7	Unit No. A-PH-11 Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya Selangor Darul Ehsan	1,555 sq ft built-up area of a service apartment	Residential	Freehold	13	374	19/10/2005
8	Unit No. B-23A-02 Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya Selangor Darul Ehsan	1,062 sq ft built-up area of a service apartment	Residential	Freehold	13	209	19/10/2005
9	Unit No. B-23A-11 Pangsapuri Casa Subang Jalan Subang 1, USJ1 47600 Subang Jaya Selangor Darul Ehsan	1,062 sq ft built-up area of a service apartment	Residential	Freehold	13	207	19/10/2005
						57,678	

Analysis of Shareholdings as at 30 April 2021

Total number of issued shares	:	1,264,563,142*
Class of shares	:	Ordinary shares
Voting rights	:	Every member present in person or by proxy or represented by attorney shall have one vote and upon a poll, every such member shall have one vote for every share held.

* inclusive of 38,734,400 treasury shares

Distribution Schedule of Shareholdings

Size of shareholdings	No. of shareholders	% of shareholders	No. of shares held	% of issued capital
1 – 99	196	14.01	8,325	0.00
100 – 1,000	123	8.79	56,483	0.00
1,001 – 10,000	411	29.38	2,098,589	0.17
10,001 – 100,000	545	38.96	15,712,866	1.29
100,001 – less than 5% of issued shares	122	8.72	670,418,919	54.69
5% and above of issued shares	2	0.14	537,533,560	43.85
TOTAL	**1,399**	**100.00**	**1,225,828,742**	**100.00**

Substantial Shareholders as at 30 April 2021

According to the register required to be kept under Section 144 of the Companies Act 2016, the following are the substantial shareholders (excluding bare trustees) of the Company:-

		No. of shares held			
	Name of Shareholders	**Direct**	**%**	**Indirect**	**%**
1.	Tan Sri Clement Hii Chii Kok ("TSC")	396,694,479	32.36	**459,565,035	37.49
2.	Pinnacle Heritage Solutions Sdn Bhd ("PHS")	459,565,035	37.49	++396,694,479	32.36
3.	Nicholas Rupert Heylett Bloy	-	-	##856,259,514	69.85
4.	Richard Elletson Foyston	-	-	##856,259,514	69.85
5.	Navis Capital Partners Limited	-	-	##856,259,514	69.85
6.	SmartUni 1 Ltd	-	-	##856,259,514	69.85
7.	Navis Asia Fund VI G.P., Ltd	-	-	##856,259,514	69.85
8.	HAL Investments (Asia) Ltd	-	-	##856,259,514	69.85
9.	HAL Holding N.V.	-	-	##856,259,514	69.85
10.	HAL Trust	-	-	##856,259,514	69.85
11	Rodney Chadwick Muse	-	-	##856,259,514	69.85
12.	Navis GP Investment HoldCo Ltd	-	-	##856,259,514	69.85

Directors' Shareholdings

		No. of shares held			
	Name of Directors	**Direct**	**%**	**Indirect**	**%**
1.	Tan Sri Clement Hii Chii Kok	396,694,479	32.36	**459,565,035	37.49
2.	Nicholas Rupert Heylett Bloy	-	-	##856,259,514	69.85
3.	Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil	-	-	-	-
4.	Hew Moi Lan	-	-	-	-
5.	Dato' Amos Siew Boon Yeong	3,771,428	0.31	-	-
6.	Tan Sri Megat Najmuddin Bin Dato' Seri Dr Haji Megat Khas	67,991	0.01	-	-
7.	Dato Goh Leng Chua	-	-	-	-
8.	Edwin Fua Chye Jin	-	-	-	-

** TSC is deemed interested in such SEGi shares held by PHS pursuant to the shareholders' agreement dated 25 April 2012 entered between TSC and PHS for regulating their relationship with one another as shareholders of SEGi ("Shareholder Agreement").

++ PHS is deemed interested in such SEGi shares held by TSC pursuant to the Shareholder Agreement.

Deemed interest by virtue of shares held by PHS, direct and indirect, in which the Director(s)/Company(ies) is/are deemed to have an interest.

Thirty Largest Shareholders

	Name of shareholders	**No. of shares**	**%**
1.	Pinnacle Heritage Solutions Sdn Bhd	459,565,035	37.49
2.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	77,968,525	6.36
3.	AmSec Nominees (Tempatan) Sdn Bhd AmBank (M) Berhad (SWAP)	60,737,142	4.95
4.	AllianceGroup Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	60,068,571	4.90
5.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	51,428,571	4.20
6.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	47,524,285	3.88
7.	Maybank Investment Bank Berhad IVT	42,517,857	3.47
8.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Rexter Capital Sdn Bhd	40,107,400	3.27
9.	AmSec Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	35,962,816	2.93
10.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB for Hii Chii Kok @ Hii Chee Kok	34,285,714	2.80
11.	CGS-CIMB Nominees (Tempatan) Sdn Bhd for Hii Chii Kok @ Hii Chee Kok	31,207,142	2.55
12.	AmSec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	20,314,285	1.66

Thirty Largest Shareholders (cont'd.)

	Name of shareholders	No. of shares	%
13.	AllianceGroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Siew Hee	15,369,600	1.25
14.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Bonus Tradisi Sdn Bhd	14,225,028	1.16
15.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Generasi Panduan Sdn Bhd	12,637,385	1.03
16.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Symphony Diversified Sdn Bhd	12,604,700	1.03
17.	AllianceGroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	11,914,285	0.97
18.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Rexter Capital Sdn Bhd	10,295,900	0.84
19.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Basic Index Sdn Bhd	9,991,171	0.82
20.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Harmoni Genting Sdn Bhd	9,068,442	0.74
21.	CIMB Group Nominees (Tempatan) Sdn Bhd Principal Asset Management Berhad for Yayasan Mohd Noah (A/C2)	7,776,000	0.63
22.	Kenanga Capital Sdn Bhd Pledged Securities Account for Hii Chii Kok @ Hii Chee Kok	7,700,000	0.63
23.	Amanahraya Trustees Berhad Public Islamic Treasures Growth Fund	7,693,714	0.63
24.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Hii Chii Kok @ Hii Chee Kok	7,320,285	0.60
25.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – AmBank (M) Berhad for Rexter Capital Sdn Bhd	6,991,714	0.57
26.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tang Lee Hieh	6,881,485	0.56
27.	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account – Ambank (M) Berhad for Hii Chii Kok @ Hii Chee Kok	6,000,000	0.49
28.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd IPM for Maximum Ace Sdn Bhd	5,723,000	0.47
29.	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Sinar Pavilion Sdn Bhd	5,374,771	0.44
30.	Kenanga Nominees (Tempatan) Sdn Bhd Perdana Technology Venture Sdn Bhd	5,362,560	0.44

NOTICE IS HEREBY GIVEN that the Thirty-Fifth Annual General Meeting of SEG International Bhd ("SEGi" or "the Company") will be held at R2.6, Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 30 June 2021 at 2.30 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2020 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**

2. To approve the payment of Directors' fees for the year ended 31 December 2020. **(Ordinary Resolution 1)**

3. To re-elect the following Directors who retire pursuant to Clause 87 of the Constitution of the Company:-

   (a) Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas **(Ordinary Resolution 2)**
   (b) Nicholas Rupert Heylett Bloy **(Ordinary Resolution 3)**
   (c) Edwin Fua Chye Jin **(Ordinary Resolution 4)**

4. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

5. **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

   "**THAT** subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever, whether or not a shareholder of the Company, as the Directors may, determine in their absolute discretion is in the best interest of the Company and its shareholders, and subject further to such terms and conditions as the Directors in their absolute discretion may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution not exceed 20% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue in force until 31 December 2021. Thereafter, the aggregate number of shares to be issued shall not exceed 10% of the total number of issued capital of the Company until the conclusion of the next Annual General Meeting ("AGM") of the Company." **(Ordinary Resolution 6)**

6. **Proposed Renewal of Authority for the Purchase by SEG International Bhd ("SEGi") of its Own Shares ("Proposed Share Buy-Back")**

   "**THAT**, subject to the Act (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares in SEGi ("SEGi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

   i. the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company for the time being;

ii. the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the total retained profits of the Company at the time of the purchase(s). As at 31 December 2020, the Company's retained profits based on the latest audited financial statements were recorded at RM3,285,000, and based on the latest management financial statements as at 31 March 2021, the Company's retained profits were RM4,245,709; and
iii. upon the purchase by the Company of its own shares, the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and subsequently distributed as dividends or resold on the market of the Bursa Securities or be cancelled or any combination thereof;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company." **(Ordinary Resolution 7)**

7. **Continuing in Office as Independent Non-Executive Directors**

(a) "**THAT** approval be and is hereby given to Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 8)**

(b) "**THAT** approval be and is hereby given to Dato' Amos Siew Boon Yeong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 9)**

(c) "**THAT** approval be and is hereby given to Dato Goh Leng Chua, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 10)**

8. To consider any other business of which due notice shall have been given.

By Order of the Board

CHONG POH YEE (MIA 7620) (SSM PC No. 202008003453)
HEW LING SZE (MAICSA 7010381) (SSM PC No. 202008000754)
Secretaries

Petaling Jaya, Selangor
31 May 2021

NOTES:

1. The Agenda Item No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A member who is an exempt authorised nominee may appoint at least one proxy in respect of each securities account it holds.

3. The Form of Proxy must be deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time and date of the meeting or adjourned meeting, and in the case of a poll, it shall be deposited not less than 24 hours before the time appointed for the taking of the poll.

4. The details of the Directors' remuneration, including the Directors' fees, are set out in the CG Report 2020. In determining the fees payable to the Non-Executive Directors, the Board considered the areas of responsibilities and risk involved for each Non-Executive Director. Shareholders' approval will be sought prior to the payment.

5. Explanatory notes on Special Business

   a. **Ordinary Resolution 6 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

      The proposed Ordinary Resolution 6, if passed, will give authority to the Directors of the Company to issue ordinary shares in the Company up to an aggregate amount of not exceeding 20% of the issued share capital of the Company, until 31 December 2021, and thereafter, the aggregate number of shares to be issued will be reinstated pursuant to paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Securities where it shall not exceed 10% of the total number of issued share capital of the Company, for such purposes, and to such person or persons whomsoever, whether or not a shareholder of the Company, as the Directors consider would be in the best interest of the Company and its shareholders. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

      The general mandate, once approved and renewed, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

      As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty-Fourth AGM held on 23 September 2020 and hence no proceeds were raised therefrom.

   b. **Ordinary Resolution 7 - Proposed Renewal of Authority for the Proposed Share Buy-Back**

      The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase SEGi shares through Bursa Securities up to an amount not exceeding ten percent (10%) of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

      Detailed information on the Proposed Share Buy-Back is set out in the Statement to Shareholders dated 31 May 2021.

c. **Ordinary Resolutions 8, 9 and 10 – Continuing in Office as Independent Directors**

The proposed Ordinary Resolutions 8, 9 and 10 relate to the approval by shareholders for Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, Dato' Amos Siew Boon Yeong and Dato Goh Leng Chua to continue in office as Independent Directors. Following an assessment and recommendation by the Nominating Committee, the Board recommended that the approval of the shareholders be sought for:

(i) Tan Sri Megat Najumuddin Bin Dato' Seri Dr. Haji Megat Khas and Dato' Amos Siew Boon Yeong who have served as Independent Directors for a cumulative term of more than twelve years, through a two-tier voting process, for their continuing in office as Independent Non-Executive Directors; and

(ii) Dato Goh Leng Chua who has served as Independent Director for a cumulative term of more than nine years, for his continuing in office as Independent Non-Executive Director;

based on the following justifications:

(a) They have met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and are therefore deemed able to give independent opinions to the Board;
(b) Being Directors for more than nine years have given them added advantages to contribute positively during deliberations/ discussions at meetings as they are familiar with the operations of the Company and possess in depth knowledge of the Company's operations;
(c) They have contributed sufficient time and exercised due care during their tenure as Independent Directors;
(d) They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
(e) They have vigilantly safeguarded the interests of the minority shareholders of the Company;
(f) They have the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
(g) They actively participated in the Board deliberations and have never compromised on their independent judgement.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

No individual is standing for election as Director at the forthcoming AGM of the Company.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 35th AGM and/or any adjournment thereof, a member of the Company:

(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 35th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 35th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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SEG International Bhd

FORM OF PROXY

I/We ____

of ____

being a member/members of SEG International Bhd hereby appoint ______________________________

of ____

or failing him/her ____

of ____

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-Fifth Annual General Meeting of the Company to be held at R2.6, Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 30 June 2021 at 2.30 p.m. and at any adjournment thereof.

Please indicate with an "X" in the appropriate space(s) provided below on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

	ORDINARY RESOLUTIONS	**FOR**	**AGAINST**
1.	Approval of the payment of Directors' fees.		
2.	Re-election of Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas in accordance with the Constitution of the Company.		
3.	Re-election of Nicholas Rupert Heylett Bloy in accordance with the Constitution of the Company.		
4.	Re-election of Edwin Fua Chye Jin in accordance with the Constitution of the Company.		
5.	Re-appointment of Messrs. Ernst & Young PLT as Auditors and to authorise the Directors to fix their remuneration.		
6.	Authority pursuant to Sections 75 and 76 of the Companies Act 2016 for Directors to issue shares.		
7.	Proposed Renewal of Authority for the Proposed Share Buy-Back.		
8.	Retention of Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas as Independent Non-Executive Director.		
9.	Retention of Dato' Amos Siew Boon Yeong as Independent Non-Executive Director.		
10.	Retention of Dato Goh Leng Chua as Independent Non-Executive Director.		

Dated this ____________day of ______________________________ 2021

____
Numbers of shares held

____
Signature of member(s)

CDS Account No.	

Notes:
1. If you wish to appoint other person(s) to be your proxy, delete the words "the Chairman of the meeting" and insert the name(s) and address(es) of the person(s) desired in the space so provided.
2. If there is no indication as to how you wish your vote(s) to be cast, the proxy will vote or abstain from voting at his/her discretion.
3. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of the proxy.
4. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where two proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its Attorney.
7. All Forms of Proxy must be duly executed and deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the Meeting or adjourned meeting, and in the case of a poll, it shall be deposited not less than 24 hours before the time appointed for the taking of the poll.

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AFFIX
STAMP

SEG International Bhd
Registration No. 198501013542 (145998-U)
6th Floor, SEGi University, No. 9, Jalan Teknologi
Taman Sains Selangor, Kota Damansara, PJU 5
47810 Petaling Jaya, Selangor Darul Ehsan

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EDUCATION NETWORK

SEG International Bhd

SEGi UNIVERSITY & COLLEGES

SEGi University

No. 9, Jalan Teknologi
Taman Sains Selangor
Kota Damansara, PJU 5
47810 Petaling Jaya
Selangor Darul Ehsan

Toll free : 1800 88 7344
Tel : +603 6145 2777
Fax : +603 6145 1666
Email : infokd@segi.edu.my

SEGi College Subang Jaya

Persiaran Kewajipan USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

Tel : +603 8605 3888
Fax : +603 8605 3999
Email : infosj@segi.edu.my

SEGi College Kota Damansara

No. B2-01, Block 2 SEGi Tower
Jalan Teknologi 2/1D
Kota Damansara, PJU 5
47810 Petaling Jaya
Selangor Darul Ehsan

Tel : +603 6145 5888
Fax : +603 6145 5999
Email : infokd@segi.edu.my

SEGi College Penang

Wisma Green Hall, 43 Green Hall
10200 Pulau Pinang

Tel : +604 263 3888
Fax : +603 262 2193
Email : infopg@segi.edu.my

SEGi College Kuala Lumpur

Bangunan SEGi
33-35, Jalan Hang Lekiu
50100 Kuala Lumpur
Wilayah Persekutuan

Tel : +603 2070 2078
Fax : +603 2034 2759
Email : infokl@segi.edu.my

SEGi College Sarawak

211, Jalan Bukit Mata Kuching
93100 Kuching, Sarawak

Tel : +608 225 2566
Fax : +603 223 1355
Email : infoswk@segi.edu.my

SEGi GROUP OF TRAINING CENTRES

SMI Training Centre Sarawak

211, Jalan Bukit Mata Kuching
93100 Kuching, Sarawak

Tel : +608 225 2566
Fax : +603 223 1355
Email : infoswk@segi.edu.my

PDCE Resources Sdn Bhd

35, Jalan Green Hall
10200 George Town
Pulau Pinang

Tel : +604 263 3888
Fax : +604 262 2193
Email : shctd@segi.edu.my

SEGi BUSINESS UNITS

IFPA Resources Sdn Bhd

Persiaran Kewajipan USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

Tel : +603 8605 3886
Fax : +603 8605 3816
Email : info@ifpa.com.my

Summit Early Childhood Edu-Care Sdn Bhd

5th Floor, SEGi College
Persiaran Kewajipan USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

Tel : +603 8600 1777
Fax : +603 8605 3999
Email : sylow@segi.edu.my

SEG International Bhd

No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara
PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan

Website : https://www.segi.edu.my

Toll Free : 1800 88 7344 Tel : +603 6287 3777 Fax : +603 6145 2679