

30 July 2014

Company Announcements Office
Australian Securities Exchange
Level 4
20 Bridge Street
Sydney NSW 2000

Via ASX Online

(Page 1 of 16 pages)

ANNOUNCEMENT

NOTICE OF EXTRAORDINARY GENERAL MEETING

Attached is a copy of the Notice of Extraordinary General Meeting, Explanatory Notes and Proxy Form sent to shareholders today.

Christopher Campbell
Group Managing Director

For further information call Christopher Campbell on +61 412 087 088 or +61 2 9224 5555. ***Academies Australasia*** has been operating for 106 years and listed on the Australian Securities Exchange for 37 years. The group's education business now comprises 16 separately licensed colleges operating in New South Wales, South Australia, Queensland, Victoria and Western Australia in Australia, and in Singapore. Over the years, Academies Australasia colleges have taught tens of thousands of students from 119 countries.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Academies Australasia Group Limited will be held at Level 6, 505 George Street Sydney at 11.30am on Monday 1 September 2014.

AGENDA:

[Please refer to the Explanatory Notes]

1. Resolution 1

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 3,409,091 shares to ACN 166 970 565 Pty Ltd be ratified and approved”

2. Resolution 2

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 2,988,898 shares to BB&M Holdings Pty Ltd be ratified and approved”

3. Resolution 3

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 726,045 shares to Geminder Holdings Pty Ltd be ratified and approved”

4. Resolution 4

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 691,307 shares to Stormont Pty Ltd be ratified and approved”

5. Resolution 5

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and all other purposes, the Company approves the issue of 1,017,498 new shares to BB&M Holdings Pty Ltd”

6. Resolution 6

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and all other purposes, the Company approves the issue of 247,164 new shares to Geminder Holdings Pty Ltd”

7. Resolution 7

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and all other purposes, the Company approves the issue of 235,338 new shares to Stormont Pty Ltd”

By Order of the Board
Christopher Campbell
Group Managing Director

30 July 2014

Notes:

Only registered holders of ordinary shares at 11.30am AEST on Saturday 30 August 2014 (or their appointed proxy) are entitled to address the Meeting and vote at the Meeting. Shareholders who are unable to attend and vote are entitled to appoint a Proxy to attend and vote in their stead.

Voting by Proxy

To vote by Proxy, please complete and sign the enclosed Proxy Form and send it to the Company by 11.30am AEST on Saturday 30 August 2014 (Deadline). That form must reach the Company’s registered office (Street/Postal address: Level 6, 505 George Street, Sydney NSW 2000, Australia; Facsimile Address: +61 2 9224 5550), by the Deadline.

In accordance with section 249L of the Corporations Act, members are advised that:

- *each member has a right to appoint a proxy;*
- *the proxy need not be a member of the Company; and*
- *a member who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.*

Shareholders and their proxies should be aware that:

- *if proxy holders vote, they must cast all directed proxies as directed; and*
- *any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.*

Voting by Proxy if appointment specifies way to vote:

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) *the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and*
- (b) *if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and*
- (c) *if the proxy is the Chairman of the Meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and*
- (d) *if the proxy is not the Chairman of the Meeting then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.*

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the Corporations Act provides that if:

- (a) *an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and*
- (b) *the appointed proxy is not the Chairman of the Meeting; and*
- (c) *at the meeting, a poll is duly demanded on the resolution; and*

(d) *either of the following applies:*

(i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;

(ii) the proxy does not vote on the resolution,

the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected Proxies:

The Chairman of the Meeting will vote all undirected proxies in favour of the Resolutions. The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on the Resolutions.

A form of proxy accompanies this Notice of Meeting.

The Company must receive your duly completed Proxy Form by no later than the Deadline which is 11.30am AEST on Saturday 30 August 2014. Proxies received after the Deadline will be deemed invalid.

EXTRAORDINARY GENERAL MEETING: 1 SEPTEMBER 2014

EXPLANATORY NOTES

A. RESOLUTIONS 1, 2, 3 AND 4:

1. Introduction

- 1.1 Under the ASX Listing Rules, the Board has the discretion to issue new shares of up to 15% of the shares on issue during the previous 12 months. Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if shareholders subsequently ratify it.
- 1.2 Since the Annual General Meeting on 21 October 2013, the Board authorised the issue of 7,815,341 new fully paid ordinary shares (equal to 14.82% of the 52,748,143 shares on issue at that date), as follows:
- a. 3,409,091 shares issued on 6 December 2013 to ACN 166 970 565 Pty Ltd as payment for the acquisition of DFL Education (QLD) Pty Limited. These shares are held in escrow until 6 December 2014.
 - b. 2,988,898 shares issued on 23 July 2014 to BB&M Holdings Pty Ltd as part payment for the acquisition of Newco CLB Training & Development Pty Ltd as trustee for the CLB Unit Trust trading as Spectra Training (Spectra Training). These shares are held in escrow until 23 July 2016.
 - c. 726,045 shares issued on 23 July 2014 to Geminder Holdings Pty Ltd as part payment for the acquisition of Spectra Training. These shares are held in escrow until 23 July 2016.
 - d. 691,307 shares issued on 23 July 2014 to Stormont Pty Ltd as part payment for the acquisition of Spectra Training. These shares are held in escrow until 23 July 2016.
- 1.3 As previously announced, the issues of all the shares referred to in 1.2 have been completed. Together, these issues were within the 15% limit permitted by Listing Rule 7.1. Without shareholder approval pursuant to Listing Rule 7.4, these issues limit the Board's discretion to issue further shares in the future.

1.4 Additional Information Required Under Listing Rule 7.5

- a. Total shares allotted (1.2.a, 1.2.b, 1.2.c and 1.2.d): 7,815,341 shares. Total shares on issue, including allotted shares: 60,563,484 shares.
- b. Issue Price: No funds were raised from the issues at 1.2.a, 1.2.b, 1.2.c and 1.2.d
- c. Terms: All the shares allotted (1.2.a, 1.2.b, 1.2.c and 1.2.d) were issued as fully paid ordinary shares on the same terms as existing fully paid ordinary shares in the Company except that all the shares had escrow restrictions: 12 months for the shares in 1.2.a and 24 months for the shares in 1.2.b, 1.2.c and 1.2.d.
- d. Allottees: See 1.2.a, 1.2.b, 1.2.c and 1.2.d for names of allottees. None of the allottees was, or is, related to the Company or any director of the Company except that
 - (i) ACN 166 970 565 Pty Ltd is a substantial shareholder in the Company as it has a relevant interest in 5% or more of the Company's shares;
 - (ii) BB&M Holdings Pty Ltd is a substantial shareholder in the Company as it, and its associates, have a relevant interest in 5% or more of the Company's shares;
 - (iii) Geminder Holdings Pty Ltd is a substantial shareholder in the Company as it, and its associates, have a relevant interest in 5% or more of the Company's shares; and
 - (iv) Stormont Pty Ltd is a substantial shareholder in the Company as it, and its associates, have a relevant interest in 5% or more of the Company's shares.
- e. Use or intended use of funds raised: There were no funds raised.

- 1.5 The use of scrip to acquire investments or for placements (to new shareholders) expands the company's capital base – which is presently small (60,563,484 shares) and tightly held. The top 20 shareholders hold more than 85% of total shares. Additional shares, and shareholders, can contribute to improving depth and liquidity.
- 1.6 Vendors may prefer the Company's scrip, to cash. Using scrip enables cash to be conserved.
- 1.7 Shareholders are requested to consider, and if thought fit, to ratify and approve Resolutions 1, 2, 3 and 4 in order to 'refresh' the Board's authority to issue up to 15% of the Company's total shares.

2. **Resolution 1**

“That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 3,409,091 shares to ACN 166 970 565 Pty Ltd be ratified and approved”

Recommendation: *Your Directors recommend that you vote in favour of Resolution 1.*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- ACN 166 970 565 Pty Ltd; and
- any associate of ACN 166 970 565 Pty Ltd.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy’s appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

3. **Resolution 2**

“That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 2,988,898 shares to BB&M Holdings Pty Ltd be ratified and approved”

Recommendation: *Your Directors recommend that you vote in favour of Resolution 2.*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- (i) BB&M Holdings Pty Ltd;
- (ii) Geminder Holdings Pty Ltd;
- (iii) Salvage Pty Ltd;
- (iv) Geminder Family Trust;
- (v) Raphael Geminder;
- (vi) Gary William Cobbledick; and
- (vii) any associate of any of the parties named in (i) to (vi) above.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy's appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

4. **Resolution 3**

"That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 726,045 shares to Geminder Holdings Pty Ltd be ratified and approved"

Recommendation: *Your Directors recommend that you vote in favour of Resolution 3.*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- (i) BB&M Holdings Pty Ltd;
- (ii) Geminder Holdings Pty Ltd;
- (iii) Salvage Pty Ltd;
- (iv) Geminder Family Trust;
- (v) Raphael Geminder; and
- (vi) any associate of any of the parties named in (i) to (v) above.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy's appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

5. **Resolution 4**

"That, for the purposes of Listing Rule 7.4 and all other purposes, the prior issue by the Company of 691,307 shares to Stormont Pty Ltd be ratified and approved"

Recommendation: *Your Directors recommend that you vote in favour of Resolution 4.*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- (i) Stormont Pty Ltd;
- (ii) Stormont Investments Pty Ltd;
- (iii) GWC Trust;
- (iv) Cobbledick Family Trust;
- (v) Gary William Cobbledick
- (vi) BB&M Holdings Pty Ltd; and
- (vii) any associate of any of the parties named in (i) to (vi) above.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy's appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

B. RESOLUTIONS 5, 6 and 7

1. Introduction

- 1.1 Spectra Training was acquired on 23 July 2014 for a consideration of \$15,750,000 made up of \$8,662,500 in cash and the issue of 5,906,250 new shares, in two tranches. The first tranche of 4,406,250 shares was allocated as follows:

- BB&M Holdings Pty Ltd	2,988,898 shares
- Geminder Holdings Pty Ltd	726,045 shares
- Stormont Pty Ltd	691,307 shares

- 1.2 The issue of the new shares had to be addressed in two tranches because the Board's discretion to issue new shares is limited to 15% of the shares on issue in any 12 month period and it did not have enough latitude within its discretion to issue all the 5,906,250 new shares. So the commitment was made to issue the shares in two tranches: 4,406,250 shares (which could be accommodated within the discretionary 15% limit which the Board had) and 1,500,000 shares to be submitted to shareholders for approval.
- 1.3 Shareholders are requested to consider, and approve, the second tranche of 1,500,000 shares.
- 1.4 The Company has 60,563,484 shares on issue. The issue of 1,500,000 new shares will take the total to 62,063,484 shares.

- 1.5 If approved, the new shares will be allotted as follows:
- a. To BB&M Holdings Pty Ltd: 1,017,498 shares
(With the present holding of 2,988,898 shares, the total holding of BB&M Holdings Pty Ltd will be 4,006,396 shares, equal to 6.46% of total issued shares)
 - b. To Geminder Holdings Pty Ltd: 247,164 shares
(With the present holding of 726,045 shares, the total holding of Geminder Holdings Pty Ltd will be 973,209 shares, equal to 1.57% of total issued shares)
 - c. To Stormont Pty Ltd: 235,338 shares
(With the present holding of 691,307 shares, the total holding of Stormont Pty Ltd will be 926,645 shares, equal to 1.49% of total issued shares)
- 1.6 The total holdings in 1.5.a, 1.5.b and 1.5.c will be 5,906,250 shares. That will represent 9.52% of the expanded capital of 62,063,484 shares.
- 1.7 Additional Information Required Under Listing Rule 7.3
- a. Total shares to be issued (1.5.a, 1.5.b and 1.5.c): 1,500,000 shares. Total expanded capital, including new shares: 62,063,484 shares.
 - b. Date of issue: Within 14 days of approval.
 - c. Issue Price: No funds will be raised
 - d. Terms: All the shares allotted (1.5.a, 1.5.b and 1.5.c) will be issued as fully paid ordinary shares on the same terms as existing fully paid ordinary shares in the Company except that they will all have 24 months' escrow restrictions.
 - e. Allottees: See 1.5.a, 1.5.b and 1.5.c for names of allottees. None of the allottees was, or is, related to the Company or any director of the Company except that
 - (i) BB&M Holdings Pty Ltd is a substantial shareholder in the Company as it, and its associates, have a relevant interest in 5% or more of the Company's shares;
 - (ii) Geminder Holdings Pty Ltd is a substantial shareholder in the Company as it, and its associates, have a relevant interest in 5% or more of the Company's shares; and
 - (iii) Stormont Pty Ltd is a substantial shareholder in the Company as it, and its associates, have a relevant interest in 5% or more of the Company's shares.
 - f. Use or intended use of funds raised: There will be no funds raised.

2. **Resolution 5**

“That, for the purposes of Listing Rule 7.1 and all other purposes, the Company approves the issue of 1,017,498 new shares to BB&M Holdings Pty Ltd”

Recommendation: *Your Directors recommend that you vote in favour of Resolution 5.*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- (i) BB&M Holdings Pty Ltd;
- (ii) Geminder Holdings Pty Ltd;
- (iii) Salvage Pty Ltd;
- (iv) Geminder Family Trust;
- (v) Raphael Geminder;
- (vi) Gary William Cobbledick; and
- (vii) any associate of any of the parties named in (i) to (vi) above.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy’s appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

3. **Resolution 6**

“That, for the purposes of Listing Rule 7.1 and all other purposes, the Company approves the issue of 247,164 new shares to Geminder Holdings Pty Ltd”

Recommendation: *Your Directors recommend that you vote in favour of Resolution 6.*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- (i) BB&M Holdings Pty Ltd;
- (ii) Geminder Holdings Pty Ltd;
- (iii) Salvage Pty Ltd;
- (iv) Geminder Family Trust;

- (v) Raphael Geminder; and
- (vi) any associate of any of the parties named in (i) to (v) above.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy's appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

4. **Resolution 7**

"That, for the purposes of Listing Rule 7.1 and all other purposes, the Company approves the issue of 235,338 new shares to Stormont Pty Ltd"

Recommendation: Your Directors recommend that you vote in favour of Resolution 7.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- (i) Stormont Pty Ltd;
- (ii) Stormont Investments Pty Ltd;
- (iii) GWC Trust;
- (iv) Cobbledick Family Trust;
- (v) Gary William Cobbledick
- (vi) BB&M Holdings Pty Ltd; and
- (vii) any associate of any of the parties named in (i) to (vi) above.

Proxies who are not entitled to vote as member:

Pursuant to Section 250C of the Corporations Act, a proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if:

- (a) the proxy's appointment specifies the way they are to vote on the resolution; and
- (b) the proxy votes that way.

EXTRAORDINARY GENERAL MEETING: 1 SEPTEMBER 2014

PROXY FORM

Proxy forms must reach the Company's registered office (Street/Postal address: Level 6, 505 George Street, Sydney NSW 2000, Australia; Facsimile address: +61 2 9224 5550) by 11.30am AEST on Saturday 30 August 2014.

A. Registered Holder Details

Name: _____

Address: _____

Number of Ordinary Shares held: _____

B. Appointment of Proxy

I/We being the Registered Holder stated above and being entitled to attend and vote, hereby appoint:

☐

The Chairman of the Meeting
(Please tick or mark with a cross in the box, if selecting this option)

OR

(Name)

(Leave this box blank if you have selected the Chairman of the Meeting to vote on your behalf)

or, in his/her absence, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of the Company, to be held on 1 September 2014 or at any adjournment of that Meeting.

C. Voting Directions

Should you decide to direct your proxy how to vote, please tick or mark with a cross in the appropriate box against each item below. If you do not, your proxy may vote as he/she thinks fit or abstain.

Important Note: *If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman of the Meeting to vote for or against or abstain from voting on each resolution by marking the appropriate box(es). Please note that the Chairman of the Meeting intends to*

vote undirected proxies in favour of each resolution. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Resolutions:

For

Against

Abstain

1. To ratify and approve the prior issue by the Company of 3,409,091 shares to ACN 166 970 565 Pty Ltd

2. To ratify and approve the prior issue by the Company of 2,988,898 shares to BB&M Holdings Pty Ltd

3. To ratify and approve the prior issue by the Company of 726,045 shares to Geminder Holdings Pty Ltd

4. To ratify and approve the prior issue by the Company of 691,307 shares to Stormont Pty Ltd

5. To approve the issue of 1,017,498 new shares to BB&M Holdings Pty Ltd

6. To approve the issue of 247,164 new shares to Geminder Holdings Pty Ltd

7. To approve the issue of 235,338 new shares to Stormont Pty Ltd

D. Signature(s)

This section **MUST** be signed to enable your directions to be implemented.

Where the holding is in **one name**, the holder must sign. Where the holding is in **more than one name** all the holders must sign.

To sign under a **Power of Attorney**, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged the Power of Attorney for notation, please attach a certified photocopy of the Power of Attorney to this form when you submit it.

For **corporations**, a Director must sign jointly with another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company does not have a Company Secretary, a Sole Director can also sign alone.

Please indicate the office held by signing in the appropriate space and crossing out the office that is not applicable.

Signed this _____ day of _____ 2014

Individual or Joint Shareholder(s):

Corporate Shareholders:

Individual / Shareholder 1

Director

Shareholder 2

Director / Company Secretary

Shareholder 3

Sole Director and Sole Company Secretary