

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Affinity Education Group Limited
ACN/ARSN 163 864 195

1. Details of substantial holder (1)

Name Affinity Education Group Limited
ACN/ARSN (if applicable) 163 864 195

There was a change in the interests of the
substantial holder on 17/12/2014
The previous notice was given to the company on 16/06/2014
The previous notice was dated 16/06/2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	23,557,303	14.06%	20,892,253	12.47%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17/12/2014	Affinity Education Group Limited	Release of ordinary shares from escrow in accordance with the terms of the underlying voluntary restriction deeds.	Nil	2,665,050 fully paid ordinary shares	2,665,050

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Affinity Education Group Limited	As listed in Annexure A	As listed in Annexure A	Affinity has the power to control the disposal of ordinary shares the subject of voluntary restriction deeds entered into by Affinity and various registered holders of the shares (as listed in Annexure A), which gives rise to a relevant interest under section 608(1) of the Corporations Act.	20,892,253 fully paid ordinary shares	20,892,253

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
As listed in Annexure A	As listed in Annexure A
Affinity Education Group Limited	170 Scarborough Street, Southport QLD 4215

Signature

print name Paul Cochrane

capacity Company Secretary

sign here



date 19/12/14

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A

Company Name/Scheme
ACN/ARSN

Affinity Education Group Limited
163 864 195

This is Annexure A of 3 pages referred to in the Form 604 (Notice of change of interests of substantial holder).

print name Paul Cochrane

capacity Company Secretary

sign here



date 19/12/14

	Registered holder of securities	Persons entitled to be registered as holder	Class and number of securities	Registered Address
1.	Werribee Investments Pty Ltd ACN 160 850 420		91,270 fully paid ordinary shares	14 Rosalind Street Camberay, NSW 2062
2.	Lakes Entrance Investments Pty Ltd ACN 160 850 395		81,625 fully paid ordinary shares	14 Rosalind Street Camberay, NSW 2062
3.	Ningi Investments Pty Ltd ACN 159 358 915		194,787 fully paid ordinary shares	'Oracle Tower 1' Unit 2801 1 Oracle Boulevard Broadbeach, QLD 4218
4.	Thrive Projects Pty Ltd ACN 169 896 646		2,478,799 fully paid ordinary shares	585 St Pauls Terrace Bowen Hills, QLD 4006
5.	Kyabram Corporation Pty Ltd ACN 160 851 338		150,471 fully paid ordinary shares	'Oracle Tower 1' Unit 2801 1 Oracle Boulevard Broadbeach, QLD 4218
6.	Bushland Beach Investments Pty Ltd ACN 159 490 954		389,343 fully paid ordinary shares	'Oracle Tower 1' Unit 2801 1 Oracle Boulevard Broadbeach, QLD 4218
7.	LG Hovey Pty Ltd ACN 114 487 106		778,810 fully paid ordinary shares	Harris Black Chartered Accountants Level 16, 333 Ann Street Brisbane, QLD 4000
8.	Computare Pty Ltd ACN 167 132 747		274,726 fully paid ordinary shares	554 London Road Chandler, QLD 4155
9.	Stawell Investments Pty Ltd ACN 155 278 694		225,958 fully paid ordinary shares	58 T E Peters Drive Broadbeach Waters, QLD 4218
10.	Cranbourne East Investments Pty Ltd ACN 155 215 026		425,645 fully paid ordinary shares	58 T E Peters Drive Broadbeach Waters, QLD 4218
11.	Bacchus Marsh Investments Pty Ltd ACN 155 279 262		177,627 fully paid ordinary shares	58 T E Peters Drive Broadbeach Waters, QLD 4218

12.	Ashburton Corporate Pty Ltd ACN 155 279 057		313,060 fully paid ordinary shares	58 T E Peters Drive Broadbeach Waters, QLD 4218
13.	Smithfield Corporate Pty Ltd ACN 155 278 434		222,150 fully paid ordinary shares	58 T E Peters Drive Broadbeach Waters, QLD 4218
14.	Rosalind St Investments Pty Ltd ACN 155 440 583		274,570 fully paid ordinary shares	14 Rosalind Street Camberay, NSW 2062
15.	Ipswich Corporate Pty Ltd ACN 160 455 489		107,422 fully paid ordinary shares	15 Joseph Street Runaway Bay, QLD 4216
16.	Hamilton Hill Investments Pty Ltd ACN 155 279 431		55,608 fully paid ordinary shares	Moore Accounting 585 St Pauls Terrace Bowen Hills, QLD 4006
17.	Summer Pines Investments Pty Ltd ACN 155 215 464		67,681 fully paid ordinary shares	Villa 2, 23 Annoula Avenue Biggera Waters, QLD 4216
18.	Paigus Investments Pty Ltd ACN 145 585 226		615,280 fully paid ordinary shares	'RSL Centre PKF' Level 5 9 Beach Road Surfers Paradise, QLD 4217
19.	The Lakes Corporate Pty Ltd ACN 155 218 394		580,238 fully paid ordinary shares	'RSL Centre PKF' Level 5 9 Beach Road Surfers Paradise, QLD 4217
20.	LG Hovey Pty Ltd ACN 114 487 106		572,303 fully paid ordinary shares	Harris Black Chartered Accountants Level 16, 333 Ann Street Brisbane, QLD 4000
21.	Thrive Projects Pty Ltd ACN 169 896 646		246,575 fully paid ordinary shares	585 St Pauls Terrace Bowen Hills, QLD 4006
22.	Ralsten Pty Ltd ABN 64 010 679 071		125,000 fully paid ordinary shares	6, 49 River Esplanade Mooloolaba, QLD 4557
23.	Aromavend Pty Ltd ACN 116 423 744		150,000 fully paid ordinary shares	24 Cantor Street Mansfield, QLD 4122
24.	Contykei Pty Ltd ACN 111 999 467		100,000 fully paid ordinary shares	3 Dellamarra Close Alexandra Hills, QLD 4161
25.	PCG Capital Pty Ltd ACN 164 056 437		125,000 fully paid ordinary shares	PO Box 2299 Hawthorn, VIC 3122
26.	Eternal Echoes Pty Ltd ABN 83 143 902 292		2,867,273 fully paid ordinary shares	170 Scarborough Street Southport, QLD 4215
27.	Bambini Early Childcare Development Boyne Island Pty Ltd ABN 17 160 851 203		381,482 fully paid ordinary shares	36 East Quay Drive Biggera Waters, QLD 4216
28.	Stuart Bruce James and Gillian Doreen James		1,131,300 fully paid ordinary shares	7 Glan Avon Road Hawthorn, VIC 3122
29.	Ontax Refinishing Pty Ltd ACN 151 640 989		1,881,450 fully paid ordinary shares	175 Boston Road Belmont, QLD 4153

30.	Kern Group (Licensing) Pty Ltd ABN 72 119 512 711		3,762,900 fully paid ordinary shares	Level 2, 67 St. Pauls Terrace Spring Hill, QLD 4004
31.	RJ & A Investments Pty Ltd ACN 089 589 355		1,112,600 fully paid ordinary shares	8 Valetta Street Malvern, VIC 3144
32.	N.F.J Pty Ltd ABN 60 083 059 492		278,150 fully paid ordinary shares	161 Arthur Street Fortitude Valley, QLD 4006
33.	Nambia Pty Ltd ABN 33 010 981 003		278,150 fully paid ordinary shares	108 Annie Street Auchenflower, QLD 4066
34.	Justin Laboo		250,000 fully paid ordinary shares	62 Truloff Road Peak Crossing, QLD 4306
35.	John Bairstow		125,000 fully paid ordinary shares	17 Smallman Street Bulimba, QLD 4171