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23 June 2014

ASX RELEASE

Results of General Meeting

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the General Meeting ("GM") of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

Resolution 1 (Ordinary Resolution)

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue a total of 46,428,572 Shares to the shareholders of Productivity Partners Pty Ltd ACN 085 570 547 trading as Captain Cook College (**Captain Cook**) (collectively the **Captain Cook Vendors**) (on the terms and in the proportions set out in the Explanatory Memorandum), in partial consideration for the acquisition by the Company of all of the issued share capital of Captain Cook (**Captain Cook Initial Shares**)."

Resolution 2 (Ordinary Resolution)

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to the Captain Cook Vendors, in proportion to their existing shareholding in Captain Cook, the number of ordinary shares in the Company calculated as two thirds of the EBIT of Captain Cook for FY2015 at a deemed issue price of the VWAP of Shares for the 10 trading days up to and including 30 June 2015 (on the terms and in the proportions set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Captain Cook (**Captain Cook Earn Out Shares**)."

Resolution 3 (Ordinary Resolution)

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 19,863,340 Shares at an issue price of \$0.14 per share to Philip David Costelloe (on the terms set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Competent Project Management Pte Ltd (**CPM**) (**CPM Initial Shares**)."

Resolution 4 (Ordinary Resolution)

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to Philip David Costelloe, the number of Shares in the Company with a value equal to the amount by which the EBITDA of CPM for FY2015 or any consecutive 12 month period prior to 30 June 2015 exceeds USD\$1,000,000, at a deemed issue price of the VWAP of Shares for the thirty trading days up to 30 June 2015 (on the terms set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Competent Project Management Pte Ltd (**CPM Milestone Shares**)."

Resolution 5 (Ordinary Resolution)

"That for the purpose of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue by the Company of 9,999,999 Shares in the Company to Paul Beresford Robertson (**TESOL Vendor**) (on the terms set out in the Explanatory Memorandum) as partial consideration for the acquisition by the Company of the business and assets of TESOL Asia and other entities related to the TESOL Vendor".

Resolution 6 (Ordinary Resolution)

“That for the purpose of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue of 1,000,000 Shares to Jennifer Anne Saw and 4,000,000 Shares to Leng Him Saw (on the terms set out in the Explanatory Memorandum) as partial consideration for the acquisition by the Company of all of the issued share capital of Romea Consulting Pty Ltd ACN 086 328 832.”

In respect of the resolutions, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy’s discretion; and
- IV. The proxy abstained from voting

are set out below:

Resolution	For	Against	Discretion	Abstain	Total
1	149,074,544	0	94,963,625	0	244,038,169
2	149,074,544	0	94,963,625	0	244,038,169
3	149,074,544	0	94,963,625	0	244,038,169
4	149,074,544	0	94,963,625	0	244,038,169
5	139,074,545	0	94,963,625	9,999,999	244,038,169
6	149,074,544	0	94,963,625	0	244,038,169

For and on behalf of the Board
 Duncan Cornish
 Company Secretary

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