

ACADEMIES AUSTRALASIA GROUP LIMITED

ACN 000 003 725

Telephone: +61 2 9224 5555 Facsimile: +61 2 9224 5550

27 September 2011

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

Via ASX Online

(Page 1 of 10)

ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING

Attached is a copy of the Notice of Annual General Meeting, Proxy Form and explanatory notes sent to Shareholders today along with a copy of the Annual Report. For a copy of the Annual Report refer to announcement 'Annual Report to Shareholders' of 13 September 2011.

Stephanie Noble
Company Secretary

ACADEMIES AUSTRALASIA GROUP LIMITED

ACN 000 003 725

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 103rd ANNUAL GENERAL MEETING of Academies Australasia Group Limited will be held at Academies Australasia Group Limited, Level 6, 505 George Street, Sydney on Friday 4 November 2011 at 11.30am.

AGENDA:

1. To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2011 and the reports of the directors and the auditor thereon.

There is no vote on this item.

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

“That the Remuneration Report, which forms part of the report of directors for the year ended 30 June 2011, be adopted.”

- *The remuneration report is set out on pages 13 to 15 of the Annual Report.*
- *This resolution is advisory only and does not bind the Company or the directors.*
- *The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.*
- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director and CEO) must go up for re-election.*

(Please refer to the explanatory note.)

3. To re-elect as a director of the Company Neville Thomas Cleary who retires by rotation in accordance with Articles 83(a) and 83(b) of the Articles of Association and being eligible offers himself for re-election.

(Please refer to the explanatory note.)

4. To elect as a director of the Company Philip Carroll who vacates the office of director in accordance with Articles 81(b) and 83(d) of the Articles of Association and being eligible offers himself for re-election.

(Please refer to the explanatory note.)

5. To, for the purposes of Listing Rule 7.4 and all other purposes, ratify and approve the prior issue by the Company of 5,868,848 shares and thereby renew the Board’s authority to issue up to 15% of the Company’s total shares.

(Please refer to the explanatory note.)

By Order of the Board

Stephanie Noble
Company Secretary

27 September 2011

Notes: Only registered holders (or their appointed proxy) of ordinary shares 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. That person need not be a member of the Company but should be a natural person at least 18 years of age. A shareholder who is entitled to cast two or more votes may appoint two proxies. Where two proxies are appointed, each proxy must be on a separate proxy form and be appointed to represent a proportion of the member's voting rights. Proxy forms executed by companies must be in accordance with the Corporations Act. Proxy forms must be lodged at the Registered Office of the Company (Level 6, 505 George Street, Sydney NSW 2000, Australia) or sent by facsimile to the Registered Office of the Company (+61 2 9224 5550), not less than 48 hours before 11.30am on 4 November 2011. (Proxy form enclosed).

ACADEMIES AUSTRALASIA GROUP LIMITED

ACN 000 003 725

103rd ANNUAL GENERAL MEETING:

EXPLANATORY NOTES TO AGENDA ITEMS 2, 3, 4 and 5 (RESOLUTIONS 1, 2, 3 and 4)

ORDINARY BUSINESS

AGENDA ITEM 2: TO ADOPT THE REMUNERATION REPORT

1. Introduction

- 1.1 The Remuneration Report is on pages 13 to 15 of the Annual Report. It sets out the Company's remuneration arrangements for directors, including the Group Managing Director, and senior executives.
- 1.2 The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. Shareholders will be asked to vote on the Remuneration Report. The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the *Corporations Act 2001*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Group Managing Director) must go up for re-election.
- 1.3 Voting on the Remuneration Report will be determined by a poll at the meeting rather than a show of hands.

2. Recommendation

Your Directors recommend that you vote in favour of adoption of the Remuneration Report.

3. Voting Exclusion Statement

- 3.1 Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on the Remuneration Report.
- 3.2 The key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and

controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2011. Their closely related parties are defined in the *Corporations Act 2001*, and include certain of their family members, dependants and companies they control.

3.3 A vote will not be disregarded if:

- it is cast by a person as a proxy for a shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a shareholder who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Any shareholder entitled to vote who is thinking of appointing a person who is not entitled to vote as their proxy, should be aware that unless the proxy contains specific instructions on the manner in which they want their vote to be cast on this resolution, that person will be prohibited from exercising votes on behalf of the shareholder giving the proxy in relation to this resolution.

AGENDA ITEM 3: TO RE-ELECT MR. NEVILLE THOMAS CLEARY AS A DIRECTOR.

1. Introduction

- 1.1 Mr. Neville Thomas Cleary retires by rotation in accordance with Articles 83(a) and 83(b) of the Articles of Association. He is eligible for re-election and offers himself for re-election.
- 1.2 Mr. Cleary joined the Board in 2001 and was appointed Chairman of the Company in the same year. He is Independent and Non-Executive. He is Chairman of the Company, Chairman of the Remuneration Committee and a member of the Audit and Risk Committee. Until 20 August 2010, he was Chairman of the Audit and Risk Committee (then called the 'Audit Committee').
- 1.3 Mr. Cleary retired as General Manager and Head of Lending, Commonwealth Bank of Australia in 1992 after 43 years service. Following retirement from the bank, he held non-Executive Directorships in public listed Companies, Minproc Engineers Limited, Finemore Holdings Limited and Ipoh Limited, and non-Executive Directorships in four non listed companies (non related).
- 1.4 Mr. Cleary has an interest in 160,000 shares (0.34%) in the Company.

2. Recommendation

Your Directors, other than Mr. Cleary, recommend that you vote in favour of Mr. Cleary's re-election.

AGENDA ITEM 4: TO ELECT MR. PHILIP CARROLL AS A DIRECTOR.

1. Introduction

- 1.1 At the invitation of the Board, following the Company's acquisition of 51% interest in Benchmark Resources Pty Limited T/A Benchmark College, Mr. Philip Carroll joined the Board on 10 June 2011. Mr. Carroll vacates the office of director in accordance with Articles 81(b) and 83(d) of the Articles of Association. He is eligible for election and offers himself for election.
- 1.2 Mr. Carroll is Managing Director of Benchmark Resources Pty Limited T/A Benchmark College.
- 1.3 Mr. Carroll holds a Master of Commerce. Previous positions include College Coordinator - Labour Market Programmes, Western Sydney Institute of TAFE.
- 1.4 Mr. Carroll has an interest in 4,248,848 shares (9%) in the Company.

2. Recommendation

Your Directors, other than Mr. Carroll, recommend that you vote in favour of Mr. Carroll's election.

AGENDA ITEM 5: TO, FOR THE PURPOSES OF LISTING RULE 7.4 AND ALL OTHER PURPOSES, RATIFY AND APPROVE THE PRIOR ISSUE BY THE COMPANY OF 5,868,848 SHARES AND THEREBY 'RENEW' THE BOARD'S AUTHORITY TO ISSUE UP TO 15% OF THE COMPANY'S TOTAL SHARES

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 February this year, as part payment for the acquisitions of 75% interest in AMI Education Pty Limited and 51% interest in Benchmark Resources Pty Limited T/A Benchmark College, the Board used this discretion to issue 5,868,848 new shares in the Company. These new shares amounted to 14.2% of the 41,340,562 shares on issue prior to February 2011. The 5,868,848 shares were issued in 3 tranches:

Tranche 1: On 24 February 2011, 1,101,600 fully paid ordinary shares were issued to 13 allottees as part payment for 51% of AMI Education Pty Limited. The names of the allottees were announced on that date. The shares in Tranche 1 are held in escrow for 12 months from 24 February 2011.

Tranche 2: On 28 April 2011, 518,400 fully paid ordinary shares were issued to 13 allottees as part payment for 24% of AMI Education Pty Limited. The names of the

allottees were announced on that date. (Same allottees as in Tranche 1) The shares in Tranche 2 are held in escrow for 12 months from 28 April 2011.

Tranche 3: On 10 June 2011, 4,248,848 fully paid ordinary shares were issued to P & B Carroll Pty Ltd Carroll Family Trust A/C as part payment for 51% of Benchmark Resources Pty Limited T/A Benchmark College. The shares in Tranche 3 are held in escrow for 12 months from 10 June 2011.

1.3 As previously announced, the issues of the shares referred to in 1.2 have been completed. These issues were within the 15% limit permitted by Listing Rule 7.1. However, without shareholder approval pursuant to Listing Rule 7.4, these issues limit the Board's discretion to issue further shares in the future. Accordingly, approval is sought from shareholders for these issues to be ratified so that the Board's discretion to issue new shares, up to 15% of the Company's total shares, is renewed.

1.4 Additional Information Required Under Listing Rule 7.5

- a. Total shares allotted in Tranches 1, 2 and 3: 5,868,848 shares.
- b. Issue Price: No funds were raised from the issues. The shares were issued as part consideration for the acquisition of the allottees' shareholdings in companies which the Company acquired control of.
- c. Terms: All the shares allotted in Tranches 1, 2 and 3 were issued as fully paid ordinary shares on the same terms as existing fully paid ordinary shares in the Company except that the shares in Tranches 1, 2 and 3 (i.e. all the allotted shares) each has a 12-month (from the date of issue) escrow restriction.
- d. Allottees: None of the allottees was related to the Company or any director of the Company.
- e. Use or intended use of funds raised: No funds were raised.

1.5 It should be noted that while the Board had issued 5,868,848 new shares as part payment for the acquisitions referred to in 1.2, earnings per share (after tax) in the financial year ended 30 June 2011 was 5.4 cents per share – representing an increase of 50% on the 3.6 cents per share earned in the previous financial year.

1.6 The use of scrip to acquire investments or for placements (to new shareholders) expands the company's capital base – which is presently small (47,209,410 shares) and tightly held. The top 20 shareholders hold 92% of total shares. Additional shares, and shareholders, can contribute to improving depth and liquidity.

1.7 Takeover targets may prefer the Company's scrip, to cash. Using scrip enables cash to be conserved.

1.8 Shareholders are requested to ratify the issues referred to in 1.2 and therefore agree to 'renew' the Board's authority to issue up to 15% of the Company's total shares.

2. Recommendation

Your Directors recommend that you vote in favour of the resolution to ratify and approve the prior issue by the company of 5,868,848 shares and thereby renew the Board's authority to issue up to 15% of the Company's total shares.

3. Voting Exclusion Statement

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

- a person who participated in any of the issues referred to in 1.2 ; and
- any associate of that person .

3.2 However, a vote will not be disregarded if:

- it is cast by a person as a proxy for a shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a shareholder who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Any shareholder entitled to vote who is thinking of appointing a person who is not entitled to vote as their proxy, should be aware that unless the proxy contains specific instructions on the manner in which they want their vote to be cast on this resolution, that person will be prohibited from exercising votes on behalf of the shareholder giving the proxy in relation to this resolution.

ACADEMIES AUSTRALASIA GROUP LIMITED

ACN 000 003 725

103rd ANNUAL GENERAL MEETING: PROXY FORM

Proxy forms must be lodged at the Registered Office of the Company (Level 6, 505 George Street, Sydney NSW 2000, Australia) or sent by facsimile to the Registered Office of the Company (+61 2 9224 5550), not less than 48 hours before 11.30am on 4 November 2011.

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:

..... or, in his/her absence, the Chairman of the Meeting ('Chairman'),

as my/our proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) on my/our behalf at the Annual General Meeting of the Company, to be held on 4 November 2011 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. If the Chairman is the appointed proxy, and the proxy is undirected, he will vote in favour of each resolution.

Resolutions:

	For	Against	Abstain
1. To adopt the Remuneration Report. (Agenda Item 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Neville Thomas Cleary as a Director. (Agenda Item 3)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Philip Carroll as a Director. (Agenda Item 4)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the prior issue of 5,868,848 shares and renew the Board's authority to issue up to 15% of the Company's total shares. (Agenda Item 5)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please tick or mark with a cross in this box. By ticking or marking with a cross in this box, you acknowledge that the Chairman may exercise your

proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman other than as proxy holder will be disregarded because of that interest. If you do not tick or mark with a cross in this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman will vote undirected proxies on, and in favour of, all the proposed resolutions, except for Resolution 1 (Agenda Item 2) (Remuneration Report).

Any undirected proxies held by the Chairman, other directors of the Company, key management personnel or any of their closely related parties will not be voted on Resolution 1 (Agenda Item 2) (Remuneration Report).

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 2011

Individual or Joint Shareholder(s):

Corporate Shareholders:

.....
Individual / Shareholder 1

.....
Director

.....
Shareholder 2

.....
Director / Company Secretary

.....
Shareholder 3

.....
Sole Director and Sole Company Secretary
