

EDTRIN GROUP LTD
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first Annual General Meeting of EDTRIN GROUP LTD will be held at the Carlton Hotel 76 Bras Basah Road Singapore on the 12th day of November 2015 at 10 am (Singapore Time) to consider and if thought fit pass as ordinary resolutions following the resolutions set out below:

1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS

2. ELECTION OF DIRECTOR

That Mr Graeme Coomber, the Company's Chairman, having been appointed a director on incorporation and who retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.

3. ELECTION OF DIRECTOR

That Mr Steven Maskell, having been appointed a director on incorporation and who retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected as a director.

4. ELECTION OF DIRECTOR

That Dr Matsuura being eligible who offers himself for election, to be elected as a director with effect from the Company listing on the Frankfurt Stock Exchange.

5. ELECTION OF DIRECTOR

That Dr Abdul Khan being eligible who offers himself for election, to be elected as a director with effect from the Company listing on the Frankfurt Stock Exchange.

6. ELECTION OF DIRECTOR

That Ms Mei Wang being eligible who offers herself for election, to be elected as a director with effect from the Company listing on the Frankfurt Stock Exchange.

7. APPROVAL TO ISSUE 6,470,500 CDIs at AUD \$1.00 EACH TO ONE ANAMETRICS INTERTRADE LTD.

That for the purposes of Listing Rule 6.25 of the Listing Rules of the National Stock Exchange of Australia Ltd and for all other purposes the Directors be authorised to issue 6,470,500 fully paid

Ordinary Shares at an issue price of AUD \$1.00 each and issue to One Anametrics Intertrade Ltd Chess Depository Instruments (CDIs) representing those Ordinary Shares.

8 APPROVAL TO ISSUE CDIs AT A MINIMUM OF US\$1.00 EACH

That for the purposes of Listing Rule 6.25 of the Listing Rules of the National Stock Exchange of Australia Ltd and for all other purposes the Directors be authorised to issue up to 40,000,000 fully paid Ordinary Shares at a minimum issue price of US\$1.00 each and Chess Depository Instruments (CDI's) representing those Ordinary Shares in the period from the date of the meeting until 30 June 2016.

An explanatory memorandum in respect of the resolution accompanies this notice.

DATED 12th October 2015

BY ORDER OF THE BOARD

ANDREW DAVID BRISTOW

SECRETARY

CDI HOLDERS

Holders of Chess Depository Instruments (CDI's) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depository Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN. CDI holders should direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the directions of CDI holders. A form of Direction to CDN is attached.

Proxies shall be issued by the Company as the attorney for CDN in respect of CDI's for which directions are given to CDN by CDI holders.

Redeemable Preference Shareholders

Each holder of Redeemable preference Shares is entitled to attend and vote at the Annual general Meeting and may appoint a proxy to attend and vote on their behalf. The proxy need not be a shareholder.

Proxies

Proxies must be lodged at Edtrin Group Ltd c/- 31 Highgate CCT Kellyville NSW 2145 or at the following electronic address highgatecorporateadvisors@gmail.com at least 48 hours prior to the meeting.

EXPLANATORY MEMORANDUM

ITEMS 2 and 3 –Election of Directors

Items 2 and 3 on the Notice of Annual General Meeting relate to the elections of Graeme Coomber and Steven Maskell as directors. Each was appointed a director on the incorporation of the Company. Pursuant to Article 18.4 of the Articles of Association each must retire at this Annual General Meeting and seek election by the members. Each of them is eligible for election and offer themselves for election.

A brief resume of each of Graeme Coomber and Steven Maskell is set out below:

Graeme Coomber – Director and CEO

- *Over 20+ years of international management in the USA, S.E. Asia, and Europe – Graeme has lived in 10 countries.*
- *Ex-Head of Innovation Practice for the Asia Pacific and Middle East at Stanford Research International, Menlo Park, California, USA*
- *Provided initial consultation to the Prime Minister of Malaysia in the transformation of the nation to one driven by innovation.*
- *Ex-Director of Innovation, Kelvin Institute, Scotland*
- *Co-Founder and Director at iPIN Micropayments, Silicon Valley 1997-2000*
- *5 years General Manager Duet Telemedia Singapore. Customers included RTM Malaysia, MTV, HBO and Binariang Satellite Systems*
- *15 years systems programming experience in IBM mainframe environments in network management and maintenance*
- *MBA Telecommunications Management and Strategy, University San Francisco*

Steve Maskell – Director and Chief Operating Officer

- *Over 20 years of experience in Strategic Management, Supply Chain, Information Technology and Start up Investments.*
- *Was CEO of a successful ERP consultancy in New Zealand*
- *Has held several positions in the service and consulting industry in the United Kingdom, New Zealand and Malaysia.*
- *Previously Executive Vice President, Special Innovation, Office of the Prime Minister of Malaysia, that spearheaded several innovative game-changing projects for Malaysia. Including Education, Crowd Sourcing, GIS, Biomass, Urban Poor Improvement Schemes, Big Data Analytics, Food production and Agriculture.*

ITEMS 4,5 and 6

Items 4,5 and 6 on the Notice of Annual General Meeting relate to the elections of Dr Matsuura, Dr Abdul Khan and Ms Mei Wang as directors once listed on the Frankfurt Stock Exchange. Each of them is eligible for election and offer themselves for election.

A brief resume of each of Dr Koichiro Matsuura, Mai Wang and Dr Abdul Khan is set out below:

Dr. Koichiro Matsuura

Born and educated in Tokyo, he began his diplomatic career in Ghana, covering ten West African countries and growing a lifelong passion for the cultures and people of Africa.

After working in development cooperation, political and foreign affairs across Europe, America and Asia for many years, Dr. Matsuura was elected as Director General of UNESCO in 1999, undertaking sweeping reform, strengthening resources in the field, and focusing on key program priorities. In light of these accomplishments, as well as the addition of new members of UNESCO, including the US, he was re-elected for a second term in 2005.

Dr. Matsuura has authored books in Japanese, English and French on UNESCO, international relations, the intersection between diplomacy and development cooperation, Japan-US relations, Japan-French relations, and a history of the G-7 Summit.

Dr. Abdul Waheed Khan

Dr. Abdul Waheed Khan was born in India and has extensive international experience in designing, planning, and managing Information and Communications Technology applications for education, the sciences, culture, agriculture and rural development.

Working as Assistant Director-General for Communication and Information at UNESCO, Dr. Khan led their program on "Building Inclusive Knowledge Societies". This was aimed at improving access to quality education, making the acquisition of scientific knowledge easier, promoting cultural and linguistic diversity and encouraging digital opportunities for inclusion through public-private partnerships.

Dr. Khan has represented UNESCO at major international events, chaired many multi-national education and company boards, and was Vice-Chancellor of Indira Gandhi National Open University, which today serves the educational aspirations of over 4 million students in India and 26 other countries worldwide. He has received several awards and has authored a number of books and articles in leading academic journals.

Mei Wang

With over 18 years of leadership experience in international corporations, Mei Wang brings great learnings from the field to her role as Director. She has served as a key executive across pivotal education groups and services globally, particularly as founding Vice President of one of the largest private education and training companies in China, the South Ocean Education Group. Mei is also currently Operating Partner for CITIC Capital, focused on the education, technology and media sectors.

Mei is a graduate of Fudan University, and holds a Masters of Business Administration from Murdoch University.

ITEM 7 – Approval to issue 6,470,000 new CDI's

As announced on 13th July 2015 the Company agreed to issue, subject to shareholder approval, 6,470,500 new Ordinary Shares and to issue CDIs representing them to One Anametrics Intertrade Ltd at A\$1.00 per share, consideration for which has been received.

Pursuant to NSX Listing Rules 6.25 the Directors cannot issue more than 15% of the number of securities on issue in any 12 month period without shareholder approval. The issue of additional CDIs to One Anametrics Intertrade Ltd would result in the Company breaching Rule 6.25 unless prior shareholder approval was obtained. The approval sought in Item 4 of the Notice of Annual General Meeting will permit the Company to issue the 6,470,000 Ordinary Shares and the CDIs representing them at A\$1.00 each and access the US\$5,000,000 in cash already received.

ITEM 8

Approval to Issue up to 40,000,000 new CDI's to raise additional share capital.

As noted in the Company's Information Memorandum the Company intended to dual list on the Frankfurt Stock Exchange (FSE) and to issue up to 40,000,000 ordinary Shares and CDIs representing them at a minimum US\$1.00 per CDI.

The dual listing on the FSE has yet to occur but the Company expects dual listing to occur in or about February 2016.

Pursuant to NSX Listing Rules 6.25 the Directors cannot issue more than 15% of the number of securities on issue in any 12 month period without shareholder approval. The approval sought in Item 5 of the Notice of Annual General Meeting will permit the Company to issue up to 40,000,000 Ordinary Shares and CDIs representing them at a minimum of US\$1.00 each on the conditions between the date of the meeting and 30 June 2016, being the end of the current financial year.