

**EDTRIN GROUP LTD**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of EDTRIN GROUP LTD will be held at Level 4, 17 Albert Street, Auckland 1010, New Zealand, on the 16<sup>th</sup> day of January 2017 at 9:00 am to consider and if thought fit pass as ordinary and special resolutions following the resolutions set out below:

**1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS**

**2. 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 40,000,00 fully paid Ordinary Shares at a minimum issue price of US\$1.00 each and Chess Depository Instruments (CDIs) representing those Ordinary Shares in the period from the date of the meeting until 30 June 2017.

**3. APPROVAL TO ISSUES 23,529,412 CDIs**

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 23,529,412 CDIs to Leaders Group Asia Ltd.

**4. ELECTION OF DIRECTOR**

That Graeme Coomber, having been appointed a director on incorporation retires in accordance with Article 18.5 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.

**5. ELECTION OF DIRECTOR**

That Steven Maskell, having been appointed a director on incorporation retires in accordance with Article 18.5 of the Company's and Articles of Association, and being eligible who offers himself for election, be elected as a director.

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

DATED 15 December 2016

**BY ORDER OF THE BOARD**



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STEVE MASKELL  
DIRECTOR

**Proxies**

Members entitled to vote may attend the annual general meeting in person or by proxy.

A proxy form for the meeting is attached.

Proxy forms must be completed and signed by a member wishing to appoint a proxy.

Proxies must be lodged at Edtrin Group Limited, Suite 214, Level 2, 33 Lexington Drive, Bella Vista NSW 2153 AUSTRALIA or at the following electronic address [highgatecorporateadvisors@gmail.com](mailto:highgatecorporateadvisors@gmail.com) at least 48 hours prior to the meeting.

**CDI HOLDERS**

Holders of Chess Depository Instruments (CDI's) are invited to attend but are not entitled to vote personally at the General Meeting. Chess Depository Nominees Pty Ltd (CDN) holds legal title to the Company's ordinary shares for and behalf of the CDI holders as the beneficial owners of the Company's ordinary 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 General Meeting in accordance with the Directors of CDI holders. A form of Direction to CDN is attached.