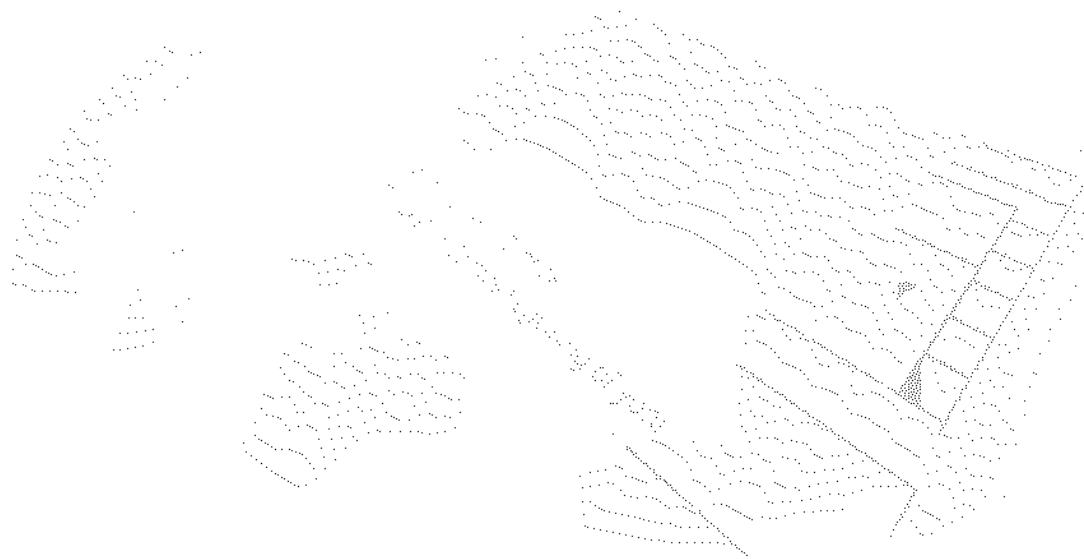


Kip McGrath
EDUCATION
CENTRES
LIMITED

Annual General Meeting 2003

Notice of meeting



2003 Annual General Meeting of
Kip McGrath Education Centres Limited
("Company") will be held at **Customs House Hotel**,
Watt Street Newcastle NSW 2300 on Wednesday 26th November at 10:30 am.

Business

1. **Chairman's address and the presentation by the Managing Director.**
2. **Financial Statements**
To receive and consider the Financial Report, Directors' Report and the Audit Report for the year ended 30 June 2003.
3. **Election of Director (Resolution 1)**
Mrs Dugnija McGrath retires in accordance with Article 20.2 of the Company's Constitution and, being eligible, offers herself for re-election.
4. **Election of Director (Resolution 2)**
Mr Lewis Ting retires in accordance with Article 20.2 of the Company's Constitution and, being eligible, offers himself for re-election.

By Order of the Board.

Storm McGrath
Secretary
27 September 2003

Notes

1. Proxies

Any member entitled to attend and vote is entitled to appoint no more than two proxies to vote in his or her stead. If more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. The person or persons so appointed need not necessarily be members of the Company. A proxy form accompanies this Notice of Meeting. Instructions for completion of that form are included. To be effective, the proxy form must be received in the Registrar's office not less than 24 hours before the time for holding the meeting. Please post the form in the reply paid envelope provided, alternatively please post to:

Computershare Investor Services Pty Limited
Reply Paid 523
BRISBANE QLD 4001

A proxy may also be sent by facsimile to Computershare Investor Services Pty Limited on (07) 3229 9860 by 10.00 am on 25 November 2003.

2. Corporate Representation

If your holding is registered in a company name and you would like to attend the meeting (and do not intend to return a completed proxy form), please bring with you to the meeting a duly completed Proxy Form to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Share Registry who will forward to you a form for completion.

3. Entitlement to Vote

For the purposes of the Corporations Act 2001 Regulation 7.11.37, the board has determined that in relation to the Annual General Meeting being convened by this Notice shares will be taken to be held by the persons who are registered holders at 7.00 pm Sydney time on Monday, 24 November 2003. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Notice of Annual General Meeting

Explanatory Notes

These are the Explanatory Notes for the Shareholders of Kip McGrath Education Centres Limited ("Company") for the Annual General Meeting to be held on Wednesday, 26th November 2003. The Explanatory Notes are provided to assist shareholders in their consideration of proposed Ordinary Resolutions 1 to 2 inclusive contained in the Notice of Meeting, and form part of that Notice of Meeting.

Resolution 1 (Item 3) : Re-election of Director

Mrs Dugnija McGrath

Mrs McGrath has been joint Managing Director of Kip McGrath Education Centres Limited since its incorporation in 1987. Dugnija has teaching experience ranging from Kindergarten to Year 12. She has direct responsibility for the development of new curriculum and modifying curriculum for overseas markets. She has been responsible for the education material that has been produced by KMEC including the Y2000 computer program produced by KMEC in 2000 and its subsequent update in 2002. Dugnija McGrath's skill is in interpreting education content into interesting and exciting computer programs. Her curriculum writing expertise is in English language.

Resolution 2 (Item 4) : Re-election of Director

Mr Lewis Ting.

Mr Ting is a Chartered Accountant with wide international experience, having lived and worked in New Zealand, Australia, Singapore and the United Kingdom. He has had extensive work related travel to Asia, USA, South America and Europe. His most recent experience has been in London as Ernst & Young's Global Managing Partner- responsible for people, developing and implementing people and learning strategies worldwide. Prior to this, Lewis was Ernst and Young's CEO in Australia and was responsible for it's strategic direction and overall operations. Lewis has had first hand experience as an audit partner and senior advisory partner.

Lewis is a Director of three private companies, a member of the Federal Government's Financial Reporting Council and the Advisory Board for the Centre for Asia Pacific Social Transformation Studies. Lewis has a Bachelor of Commerce from Victoria University (NZ), ACA(NZ), MAICD, FCA (Australia) and attended the Senior Executive course at IMD, Lausanne, Switzerland in 1991.