

ABD Holdings Pty Ltd  
ACN 104 225 309  
7 Justus St  
North Bondi NSW 2026

10 June 2022

Lyndon Catzel  
Company Secretary  
EDU Holdings Limited

By email to: [lyndon@eduholdings.com.au](mailto:lyndon@eduholdings.com.au)

Dear Lyndon

**Form 604 Notice of change of interests of substantial holder**

Please find attached Form 604 Notice of change of interests of substantial holder (**Form 604**) in respect of ABD Holdings Pty Limited's interest in EDU Holdings Limited (**EDU**), for release to ASX.

Please note that on 27/06/2019 the interest in EDU held by ABD UCW Pty Limited was transferred to ABD Holdings Pty Limited. Both ABD UCW Pty Limited and ABD Holdings Pty Limited are associates of and are controlled by Adam Davis, and there was no change in the beneficial holder as a result of the change in the registered holder. The transfer was disclosed in an Appendix 3Y released to ASX on 02/07/2019.

The attached Form 604 has been completed by ABD Holdings Pty Limited as though it was the registered holder of the interest in EDU since the date of the last Form 604 lodged by ABD UCW Pty Limited.

Yours truly,



Adam Davis

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **EDU Holdings Limited**ACN/ARSN **108 962 152****1. Details of substantial holder (1)**Name **ABD Holdings Pty Limited**ACN/ARSN (if applicable) **104 225 309**There was a change in the interests of the  
substantial holder on **08/06/2022**The previous notice was given to the company on **12/05/2017**The previous notice was dated **12/05/2017****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Ordinary shares</b>	<b>29,114,794</b>	<b>7.79%</b>	<b>8,000,000</b>	<b>5.96%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
		<b>See Annexure A</b>			

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<b>ABD Holdings Pty Limited</b>	<b>ABD Holdings Pty Limited</b>	<b>ABD Holdings Pty Limited</b>	<b>Direct holding</b>	<b>Fully paid ordinary shares 8,000,000</b>	<b>8,000,000</b>

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Adam Davis	Director of ABD Holdings Pty Limited

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ABD Holdings Pty Limited	7 Justus St North Bondi NSW 2026
Adam Davis	7 Justus St North Bondi NSW 202

## Signature

print name Adam Davis

capacity Director

sign here



date 10/06/2022

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**“ANNEXURE A”**

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
13/11/2017	ABD Holdings Pty Limited	Share consolidation	\$nil	Fully paid ordinary shares -23,291,835	-23,291,835
26/06/2018	ABD Holdings Pty Limited	Share purchase in rights issue	\$299,361	Fully paid ordinary shares 1,871,006	1,871,006
03/09/2018	ABD Holdings Pty Limited	On-market purchase	\$9,836	Fully paid ordinary shares 55,483	55,483
10/09/2018 – 14/09/2018	ABD Holdings Pty Limited	On-market purchase	\$18,298	Fully paid ordinary shares 100,552	100,552
27/03/2019	ABD Holdings Pty Limited	On-market purchase	\$17,098	Fully paid ordinary shares 150,000	150,000
8/6/2022	ABD Holdings Pty Limited	Dilution due to share issue	\$nil	nil	nil