

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in AEC Education plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that admission to AIM and dealings in the Placing Shares will commence on Tuesday, 17 March 2009.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

AEC EDUCATION PLC

(a company incorporated in England and Wales and registered with number 5174452)

PROPOSED PLACING OF UP TO 20,000,000 NEW ORDINARY SHARES AT 12 PENCE PER SHARE AND NOTICE OF GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of AEC Education plc which is set out on pages 5 to 8 of this document and which contains, amongst other matters, your Board's recommendation to vote in favour of the Resolutions to be proposed at the General Meeting.

WH Ireland Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser and broker to the Company in relation to the Placing and Admission and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to in this document. WH Ireland Limited is not making any representation or warranty, express or implied, as to the contents of this document.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of any province or territory of Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa nor has any prospectus in relation to the Placing Shares been lodged with or registered by the Australian Securities and Investments Commission, the Japanese Ministry of Finance, the Securities Commission of Malaysia or the Monetary Authority of Singapore. Accordingly, unless otherwise determined by AEC Education plc and permitted by applicable law and regulations, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, Japan, Malaysia, Singapore, the Republic of Ireland or the Republic of South Africa. Overseas Shareholders and any person (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Notice of the General Meeting of the Company to be held at 10.00 a.m. on Monday, 16 March 2009 at the offices of WH Ireland Limited at 24 Martin Lane, London EC4R 0DR is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA but in any event so as to be received by them not later than 10.00 a.m. on Thursday, 12 March 2009 (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting). Completion and return of a form of proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Copies of this document are available free of charge at the offices of WH Ireland Limited at 24 Martin Lane, London EC4R 0DR during usual business hours on any weekday (public holidays excepted) and on the Company's website www.aeceducationplc.com.

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PLACING STATISTICS

Placing Price	12 pence
Number of Existing Shares	18,008,738
Number of Placing Shares*	20,000,000
Estimated proceeds of the Placing before expenses*	£2,400,000
Number of Ordinary Shares in issue immediately following Admission*	38,008,738
Number of Placing Shares as a percentage of the Enlarged Share Capital*	52.6 per cent.

* on the assumption that the maximum number of 20,000,000 Placing Shares are issued pursuant to the Placing

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2009
Publication of this document and posting to Shareholders	Friday, 27 February
Latest time and date for receipt of the Form of Proxy	10.00 a.m. on Thursday, 12 March
Time and date of General Meeting	10.00 a.m. on Monday, 16 March
Admission and commencement of dealings in the Placing Shares	Tuesday, 17 March
CREST accounts credited with the Placing Shares	Tuesday, 17 March
Despatch of definitive share certificates for the Placing Shares	Monday, 23 March

DEFINITIONS

Act	the Companies Act 1985 (as amended)
Admission	the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
AIM	AIM, a market operated by the London Stock Exchange
AIM Rules	the AIM Rules for Companies and, as appropriate, the AIM Rules for Nominated Advisers, as respectively published by the London Stock Exchange
Board or Directors	the directors of the Company at the date of this document whose names are set out on page 5 of this document
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
CA 2006	the Companies Act 2006
Company or AEC Education	AEC Education plc
Enlarged Share Capital	the Ordinary Shares in issue immediately following Admission, on the assumption that the maximum number of Placing Shares are issued pursuant to the Placing
Euroclear	Euroclear UK & Ireland Limited
Existing Shares	the 18,008,738 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
Form of Proxy	the form of proxy for use in connection with the General Meeting which accompanies this document
General Meeting or GM	the general meeting of the Company convened for 10.00 a.m. on Monday, 16 March 2009 and any adjournment thereof, notice of which is set out at the end of this document
Group	AEC Education and each of its Subsidiaries

London Stock Exchange	London Stock Exchange plc
Notice	the notice convening the General Meeting which is set out at the end of this document
Ordinary Shares	ordinary shares of 10 pence each in the capital of the Company
Placing	the conditional placing by WH Ireland of the Placing Shares at the Placing Price pursuant to the Placing Agreement as described in paragraph 3 of this document
Placing Agreement	the conditional agreement dated 20 February 2009 between (1) the Company, (2) the Directors and (3) WH Ireland, relating to the Placing
Placing Price	12 pence per Placing Share
Placing Shares	up to 20,000,000 new Ordinary Shares to be issued pursuant to the Placing
Resolutions	the resolutions set out in the Notice
Shareholders	holders of Ordinary Shares
Subsidiaries	as defined in section 1159 of the CA 2006
UK	the United Kingdom of Great Britain and Northern Ireland
US or United States	the United States of America, its territories and possessions
WH Ireland	WH Ireland Limited, the Company's nominated adviser and broker

LETTER FROM THE CHAIRMAN

AEC EDUCATION PLC

(a company incorporated in England and Wales and registered with number 5174452)

William J Swords *Chairman*
David Ho Peng Cheong *Chief Executive Officer*
Gopinath Pillai *Non-Executive Director*
Ramasamy Jayapal *Non-Executive Director*

1 Park Row
Leeds
LS1 5AB
United Kingdom

27 February 2009

To Shareholders and, for information only, to the holders of options over Ordinary Shares

Dear Shareholder

PROPOSED PLACING OF UP TO 20,000,000 NEW ORDINARY SHARES AT 12 PENCE PER SHARE AND NOTICE OF GENERAL MEETING

1. Introduction

The Company has today announced that a General Meeting of the Company will be held at 10.00 a.m. on Monday, 16 March 2009 at which the Directors are proposing the Resolutions. Notice of the General Meeting is set out at the end of this document.

The purpose of this document is to provide you with information on, and to outline the results for, the Resolutions and to explain why the Board considers it to be in the best interests of the Company and Shareholders as a whole, and why it recommends that you vote in favour of the Resolutions to be proposed. A Form of Proxy for use at the General Meeting is enclosed with this document.

2. Background to and reasons for the Placing

The Company is proposing the Resolutions to obtain Shareholder approval to increase the share authorities of the Company to enable the Placing to proceed. The net proceeds from the Placing, together with other sources of finance, will be used to finance potential acquisition opportunities.

Asian training markets are growing rapidly and are very accepting of Western based qualifications. The Company is looking to utilise its position within the Asian training market to capture additional growth and benefit from further upside offered by well chosen acquisition targets.

The Directors consider the UK to be a strategically important market with which to enhance the Company's growth opportunities. The Company is currently looking at potential UK acquisition targets which offer complementary training solutions to the Group's existing Far Eastern operations.

3. The Placing

On 20 February 2009, the Company, the Directors and WH Ireland entered into the Placing Agreement, pursuant to which WH Ireland conditionally agreed to use its reasonable endeavours to place the Placing Shares at the Placing Price. The total proceeds of the Placing, before expenses, assuming the maximum number of Placing Shares are issued pursuant to the Placing, will be £2,400,000. As at 26 February 2009, being the last business day prior to the date of this document, WH Ireland had received firm commitments from Shareholders and third party investors to subscribe for 5,697,100 Placing Shares at an aggregate subscription price of £683,652.00. Expenses of the Placing, based on the level of firm commitments to subscribe for Placing Shares as at 26 February 2009, are estimated to be approximately £50,000 (exclusive of any applicable VAT). On the assumption that the maximum number of Placing Shares are issued pursuant to the Placing, the maximum further expenses of the Placing are estimated to be £50,000.

The Placing is conditional upon, *inter alia*, the passing of the Resolutions and Admission becoming effective. Further details of the Placing Agreement are set out in paragraph 4 below.

The Placing Shares will rank *pari passu* in all respects with the Existing Shares including the right to receive all dividends and other distributions declared, made or paid on the ordinary share capital of the Company.

On Admission, assuming the maximum number of Placing Shares are issued pursuant to the Placing, the Company will have 38,008,738 Ordinary Shares in issue and a market capitalisation of approximately £4,561,049 at the Placing Price and the Placing Shares will represent 52.6 per cent. of the Enlarged Share Capital. The Placing Price of 12 pence represents a discount of 41.5 per cent. to the closing middle market price of 20.5 pence per Ordinary Share at the close of business on Thursday, 26 February 2009, being the last business day prior to the date of this document.

Pursuant to the terms of the Placing Agreement, conditional on Admission, WH Ireland will be issued with warrants to subscribe for such number of Ordinary Shares as is equal to 3 per cent. of the number of Placing Shares actually issued by the Company under the Placing (the "**WH Ireland Warrants**"). The WH Ireland Warrants will be exercisable at the Placing Price at any time between Admission and the third anniversary of Admission (the "**Exercise Period**"). In the event that the Exercise Period expires at any time when the Company is in a close period (as defined in the AIM Rules), then the Exercise Period shall be extended for a further three calendar months, commencing on the first business day that the Company is next out of a close period. The WH Ireland Warrants are subject to adjustment to maintain the same relative subscription rights in the event of a rights issue or any sub-division or consolidation of the Ordinary Shares during the Exercise Period.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that Admission will occur on Tuesday, 17 March 2009.

4. The Placing Agreement

In the Placing Agreement, WH Ireland has agreed, subject to certain conditions, as agent for the Company, to use its reasonable endeavours to procure placees to subscribe for the Placing Shares at the Placing Price. The Placing has not been underwritten.

The Placing Agreement is conditional upon, *inter alia*, the passing of the Resolutions and Admission becoming effective on or before 8:30 a.m. on Tuesday, 17 March 2009 (or such later date as the Company and WH Ireland may agree, being not later than 5 p.m. on 30 April 2009).

The Placing Agreement contains certain representations and warranties given by the Company and the Directors in favour of WH Ireland. In addition, the Company has agreed to indemnify WH Ireland in respect of certain liabilities it may incur in respect of the Placing. WH Ireland has the right to

terminate the Placing Agreement in certain circumstances, including if there is a breach of the warranties.

5. Notice of General Meeting

A notice is set out at the end of this document convening the General Meeting of the Company to be held at the offices of WH Ireland at 24 Martin Lane, London EC4R 0DR at 10.00 a.m. on Monday, 16 March 2009.

At the General Meeting, Resolutions will be proposed as explained below.

Resolution 1 is proposed as an ordinary resolution. This means that for this resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 2 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Authority to allot relevant securities

A resolution will be proposed authorising the Directors to allot: (i) Ordinary Shares up to an aggregate nominal value of £2,000,000 for the purposes of the Placing; and (ii) generally to allot relevant securities (as defined in section 80(2) of the Act) of up to a further £2,000,000 in nominal value. The authority will expire after a period of five years from the date on which the resolution is passed, unless previously renewed, varied or revoked. This resolution will replace all existing such authorities.

Resolution 2 – Disapplication of statutory pre-emption rights

It is proposed to disapply Shareholders' statutory pre-emption rights, *inter alia*, for the purposes of the Placing up to an aggregate nominal value of £2,000,000 and to grant a further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal value of £190,000 (representing approximately five per cent. of the Enlarged Share Capital, assuming the maximum number of Placing Shares are issued pursuant to the Placing). The authorities will expire on the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting. This resolution will replace all such existing disapplications.

In accordance with section 95(5) of the Act, the Directors believe that the proposed disapplication of pre-emption rights as detailed in Resolution 2 will be necessary in order to carry out the Placing and to give the Company the ability to issue a limited number of shares for cash to third parties should that be desirable.

6. Action to be taken

A Form of Proxy for use by Shareholders at the General Meeting is enclosed. Whether or not you propose to attend the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, as soon as possible and in any event so as to be received by the registrars no later than 10.00 a.m. on Thursday, 12 March 2009. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

7. Recommendation

Your Directors consider that the Placing is in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings, and those of their connected persons, of 5,915,095 Ordinary Shares in aggregate representing approximately 32.85 per cent. of the current issued share capital of the Company.

Yours faithfully,

William J Swords

Chairman

AEC EDUCATION PLC

(a company incorporated in England and Wales and registered with number 5174452)

Notice of General Meeting

NOTICE IS HEREBY GIVEN that the General Meeting of AEC Education plc (the "Company") will be held at the offices of WH Ireland Limited at 24 Martin Lane, London EC4R 0DR on Monday, 16 March 2009 at 10.00 a.m. for the following purposes:

Resolution 1 is proposed as an ordinary resolution. This means that for this resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 2 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

ORDINARY RESOLUTION

1. That, the directors of the Company from time to time (the "Directors") be and they are hereby generally and unconditionally authorised (in substitution for any existing such power or authority) for the purposes of section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) of the Company:
 - (i) up to a maximum nominal amount of £2,000,000 pursuant to the placing of new ordinary shares of 10p each in the Company ("Ordinary Shares") (as defined in the Company's circular to shareholders dated 27 February 2009) (the "Placing"); and
 - (ii) generally up to a maximum nominal amount of a further £2,000,000,

provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of five years from the passing of this resolution (the "Section 80 Period"), save that the Company may, prior to the expiry of the Section 80 Period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the Section 80 Period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

2. That, subject to and conditional upon the passing of Resolution 1, the Directors be and are hereby empowered pursuant to section 95(1) of the Act (in substitution for any existing such power or authority) to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the authority of the directors under section 80 of the Act conferred by Resolution 1 and/or where such an allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act as if section 89(1) of the Act did not apply to any such allotment (the "Section 95 Empowerment") provided that the Section 95 Empowerment be limited to the following allotments of equity securities:
 - (i) the allotment of equity securities up to a maximum nominal amount of £2,000,000 pursuant to the Placing;

- (ii) the allotment, otherwise than pursuant to (i) above, of equity securities pursuant to the grant of any options to subscribe for equity securities in the Company (whether conditionally or unconditionally);
- (iii) the allotment, otherwise than pursuant to (i) and (ii) above, of equity securities equal to 3 per cent. of the Ordinary Shares actually issued by the Company pursuant to the Placing pursuant to a warrant deed to be entered into between the Company and W.H. Ireland Limited on or around the date of Admission (as defined in the Company's circular to shareholders dated 27 February 2009);
- (iv) the allotment, otherwise than pursuant to (i), (ii) and (iii) above, of equity securities in connection with an offer of such securities by way of rights to the holders of relevant equity securities where the equity securities respectively attributed to the holders of all equity securities are in proportion (as nearly as they may be) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of any legal or practical problems under the laws of any territory, or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction; and
- (v) the allotment, otherwise than pursuant to paragraphs (i), (ii), (iii) and (iv) above, of equity securities up to an aggregate nominal amount of £190,000 (being approximately five per cent. of the nominal value of the issued share capital of the Company as enlarged by the Placing, on the assumption that the maximum number of 20,000,000 Ordinary Shares are issued pursuant to the Placing),

provided that the Section 95 Empowerment shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date which is fifteen months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company (the "Section 95 Period") but so that the Company may at any time prior to the expiry of the Section 95 Period make an offer or agreement which would or might require relevant securities to be allotted pursuant to these authorities after the expiry of the Section 95 Period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

By order of the Board

William J Swords

27 February 2009

Registered office:

1 Park Row

Leeds

LS1 5AB

United Kingdom

NOTES TO MEMBERS

1. A member entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company. Please refer to the notes to the Form of Proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
2. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy in the space provided. The change must be initialled.
3. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
4. To be effective, the enclosed Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a certified copy of such power or authority) and lodged at the Company's registrar, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 10.00 a.m. on Thursday, 12 March 2009 (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting).
5. Completion and return of the Form of Proxy will not preclude a Shareholder from attending and voting in person at the meeting.
6. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6 p.m. on Saturday, 14 March 2009 (being not more than 48 hours prior to the time fixed for the meeting) shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.
7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of a CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is 7RA11) not later than 10.00 a.m. on Thursday, 12 March 2009 (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.