

MALLESONS STEPHEN JAQUES

Company Announcements Platform
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
Sydney NSW 2000
Fax 1900 999 279

Mr Matthew Horton
A.B.C Learning Centres
Limited
43 Metroplex Avenue
Murarrie QLD 4172
Fax (07) 3908 2577

28 February 2008

Dear Sirs

We act for Temasek Holdings (Private) Limited ("**Temasek**").

We attach an ASIC Form 604 (Notice of change of interests of substantial holder) issued by Temasek in relation to A.B.C Learning Centres Limited.

Yours sincerely



Bernard Wilson
Solicitor
Direct line +61 2 9296 2157
Direct fax +61 2 9296 3999
Email bernard.wilson@mallesons.com

Tony Bancroft
Partner
Direct line +61 2 9296 2064
Direct fax +61 2 9296 3999
Email tony.bancroft@mallesons.com

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme A.B.C. LEARNING CENTRES LIMITED ("ABC")

ACN/ARSN ACN 079 736 664

1.1. Details of substantial holder (1)

Name Temasek Holdings (Private) Limited and the associates set out in Annexure 1 (collectively "Temasek Group")

ACN (if applicable) Not applicable

There was a change in the interests of the substantial holder on : 26 / 02 / 2008

The previous notice was given to the company on 06 / 07 / 2007

The previous notice was dated 06 / 07 / 2007

1.2. 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)
Ordinary	57,740,164	12.35%	69,590,467	14.66%

1.3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or 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
28/09/07 - 26/02/08	Temasek Group - per Annexure 3	See Annexure 2	See Annexure 2	Ordinary shares 11,850,303	11,850,303

1.4. 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
Temasek Group - per Annexure 3	See Annexure 3	See Annexure 3	See Annexure 3	Ordinary shares 69,590,467	69,590,467

1.5. 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 (if applicable)	Nature of association
Not applicable	

1.6. Addresses

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

Name	Address
See Annexure I	

Signature
print name
sign here

Chua Su Lin Ng Lai Cheng

capacity Company Secretary
date 28 / 02 / 2008

Directions

1. If there are a number of substantial shareholders 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:
 - (i) any relevant agreement or other circumstances by 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
 - (ii) 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 1 to Form 604 dated 28 February 2008

Substantial Holder : Temasek Holdings (Private) Limited and its associates

Company Name : A.B.C. Learning Centres Limited ACN 079 736 664

Name	Address	Nature of association
Temasek Holdings (Private) Limited	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	
Tembusu Capital Pte. Ltd.	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	Tembusu Capital Pte. Ltd. is a wholly owned subsidiary of Temasek Holdings (Private) Limited.
Bartley Investments Pte. Ltd.	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	Bartley Investments Pte. Ltd. is a wholly owned subsidiary of Tembusu Capital Pte. Ltd, which is a wholly owned subsidiary of Temasek Holdings (Private) Limited.
Everitt Investments Pte. Ltd.	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	Everitt Investments Pte. Ltd. is a wholly owned subsidiary of Bartley Investments Pte. Ltd., which is a wholly owned subsidiary of Tembusu Capital Pte. Ltd., which is a wholly owned subsidiary of Temasek Holdings (Private) Limited.
Aranda Investments Pte. Ltd.	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	Aranda Investments Pte. Ltd. is a wholly owned subsidiary of Seletar Investments Pte Ltd, which is a wholly owned subsidiary of Temasek Capital (Private) Limited, which is a wholly owned subsidiary of Temasek Holdings (Private) Limited.
Seletar Investments Pte Ltd.	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	Seletar Investments Pte Ltd is a wholly owned subsidiary of Temasek Capital (Private) Limited, which is a wholly owned subsidiary of Temasek Holdings (Private) Limited.
Temasek Capital (Private) Limited	60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891	Temasek Capital (Private) Limited is a wholly owned subsidiary of Temasek Holdings (Private) Limited.

print name Chua Su Li / Ng Lai Cheng

Capacity Company Secretary

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Date 28 / 02 / 2008

Annexure 2 to Form 604 dated 28 February 2008

Substantial Holder : Temasek Holdings (Private) Limited and its associates

Company Name : A.B.C. Learning Centres Limited ACN 079 736 664

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
28 Sep 2007	Aranda Investments Pte. Ltd. ("Aranda")	Acquisition of a relevant interest in ABC ordinary shares as a result of receipt of entitlement of shares arising from cash stock option due to Aranda.	NA	37,882 Ordinary shares	37,882
28 Sep 2007	Everitt Investments Pte. Ltd. ("Everitt")	Acquisition of a relevant interest in ABC ordinary shares as a result of receipt of entitlement of shares arising from cash stock option due to Everitt.	NA	760,369 Ordinary shares	760,369
14 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$4.0090 per share	200,000 Ordinary shares	200,000
14 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$4.0113 per share	110,000 Ordinary shares	110,000
14 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$4.0534 per share	1,379,705 Ordinary shares	1,379,705

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
15 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$4.1900 per share	240,000 Ordinary shares	240,000
18 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$4.2062 per share	190,000 Ordinary shares	190,000
19 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$4.0900 per share	357,347 Ordinary shares	357,347
20 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$3.8686 per share	575,000 Ordinary shares	575,000
26 Feb 2008	Aranda	Acquisition of a relevant interest in ABC ordinary shares as a result of on-market acquisitions	A\$2.1430 per share	8,000,000 Ordinary shares	8,000,000

Print name Chua Su Li / Ng Lji Cheng

Capacity Company Secretary

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Date 28 / 02 / 2008

Annexure 3 to Form 604 dated 28 February 2008

Substantial Holder : Temasek Holdings (Private) Limited and its associates

Company Name : A.B.C. Learning Centres Limited ACN 079 736 664

	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
1	Everitt Investments Pte Ltd. (" Everitt ")	Citicorp Nominees Pty Limited for account of Everitt Investments Pte Ltd.	Everitt	Under s 608(1)(b) and (c)	55,760,369 ordinary shares	55,760,369
2	Aranda Investments Pte. Ltd. (" Aranda ")	Citicorp Nominees Pty Limited for account of Aranda Investments Pte. Ltd.	Aranda	Under s 608(1)(b) and (c)	13,830,098 ordinary shares	13,830,098
3	Temasek Holdings (Private) Limited (" Temasek ")	As per 1 and 2 above	As per 1 and 2 above	Temasek controls each of Everitt and Aranda, and then see "nature of relevant interest" in 1 and 2 above	69,590,467 Ordinary shares	69,590,467
4	Tembusu Capital Pte. Ltd. (" Tembusu ")	As per 1 above	As per 1 above	Tembusu controls Everitt and then see "nature of relevant interest" in 1 above	55,760,369 ordinary shares	55,760,369
5	Bartley Investments Pte. Ltd. (" Bartley ")	As per 1 above	As per 1 above	Bartley controls Everitt and then see "nature of relevant interest" in 1 above	55,760,369 ordinary shares	55,760,369
6	Seletar Investments Pte Ltd. (" Seletar ")	As per 2 above	As per 2 above	Seletar controls Aranda and then see "nature of relevant interest" in 2 above	13,830,098 ordinary shares	13,830,098

	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
7	Temasek Capital (Private) Limited ("Temasek Capital")	As per 2 above	As per 2 above	Temasek Capital controls Aranda and then see "nature of relevant interest" in 2 above	13,830,098 ordinary shares	13,830,098

print name Chua Su Li/No Lai Cheng

Capacity Company Secretary

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Date 28/02/2008