



MARKET RELEASE

1 May 2014

iCollege Limited
(previously DGI Holdings Limited)

PRE-REINSTATEMENT DISCLOSURE

iCollege Limited (previously DGI Holdings Limited Limited) (the "Company") will be reinstated to official quotation as from the commencement of trading on Friday, 2 May 2014, following the Company's compliance with listing rule 11.1.3 and chapters 1 and 2 of the ASX Listing Rules.

The following information is released as pre-reinstatement disclosure.

1. Appendix 1A and Information Form and Checklist.
2. Distribution schedule.
3. Top 20 holders.
4. Number and escrow period of restricted securities.
5. A statement setting out the capital structure of the Company.
6. An updated statement of commitments.
7. An updated statement of financial position.
8. The Company's securities trading policy.
9. A statement confirming satisfaction of the conditions precedent and completion of the Heads of Agreement between the Company, iCollege Pty Limited ("iCollege") and the iCollege shareholders ("Vendors") under which the Company has agreed to acquire 100% of the shares in iCollege.
10. A statement confirming that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed by the Company in its pre-quotation disclosure.
11. Statement confirming compliance with the Listing Rules.
12. The full terms and conditions of the options issued to the Vendors.

Security Code: ICT

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