

11 April 2007

Matter: 81130011
By facsimile

Clive Klugman
P.O. Box 686
Maroubra NSW 2035

Company Announcements Office
Australian Stock Exchange Limited

Page 1 of 4

Dear Sir/Madam

3Q Holdings Limited (ASX code: TQH)

Please find attached completed Form 604- Change of interests of substantial holder for TQH. A copy of this notice has also been sent to TQH today.

Yours sincerely

A handwritten signature in black ink, appearing to read 'C. Klugman', with a long horizontal flourish extending to the right.

Clive Klugman

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme 3Q Holdings Limited

ACN/ARSN 089 058 293

1. Details of substantial holder (1)

Name Clive Klugman

ACN (if applicable)

There was a change in the interests of the substantial holder on 05/04/2007

The previous notice was given to the company on 12/10/2006

The previous notice was dated 12/10/2006

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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 shares	57,500,000	41.68%	57,500,000	39.02%

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
05/04/07	Eastfall Pty Limited	See Annexure A	See Annexure A	57,500,000 ordinary shares	57,500,000

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
Clive Klugman	Eastfall Pty Limited	Eastfall Pty Limited	Clive Klugman is the sole shareholder of, and controls, Eastfall Pty Limited which is the holder of 57,500,000 ordinary shares in the Company	57,500,000 ordinary shares	57,500,000

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
N/A	

6. Addresses

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

Name	Address
Eastfall Pty Limited	Level 14 Tower 2, 500 Oxford Street, Bondi Junction NSW 2022

print name **Clive Klugman**

capacity **N/A**

sign here



date **11/04 /2007**

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 – CHANGES IN RELEVANT INTERESTS

The Company entered into a business sale agreement dated 13 March 2007 with AdvanceRetail Technology Limited (a New Zealand company), AdvanceRetail Technology Pty Ltd (ACN 088 566 287), and Andrew Bell, Rollo Gillespie and Mark McGeachen.

Pursuant to this agreement, the Company issued 9,389,500 shares to AdvanceRetail Technology Limited, as part consideration for the business assets of AdvanceRetail Technology Limited and AdvanceRetail Technology Pty Ltd. Accordingly, the enlarged issued share capital of the Company has now increased by approximately 6.8% with a resulting decrease in the percentage holding of Eastfall Pty Limited.

THIS IS ANNEXURE A OF 1 PAGE REFERRED TO IN FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

SIGNED:

A handwritten signature in black ink, appearing to be 'L. H.' followed by a long, sweeping flourish that extends to the right.

DATE: 11/04/2007