

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b> 3Q Holdings Limited
<b>ABN</b> 42 089 058 293

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Clive Klugman
<b>Date of last notice</b>	12 April 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	The registered holder is Eastfall Pty Limited. Clive Klugman is the sole shareholder of Eastfall Pty Limited which has a relevant interest in these securities.
<b>Date of change</b>	5 April 2007
<b>No. of securities held prior to change</b>	57,500,000 ORDS 1,000,000 Options over ordinary shares
<b>Class</b>	ORDS (fully paid ordinary shares)
<b>Number acquired</b>	Nil
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
<b>No. of securities held after change</b>	57,00,000 ORDS 1,000,000 Options over ordinary shares

<p><b>Nature of change</b>  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>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.</p> <p>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% and a resulting decrease in the percentage holding of Eastfall Pty Limited.</p>
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## Part 2 – Change of director’s interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b>  Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	