

Ground Floor, 35 Spring Street  
Bondi Junction NSW 2022  
Sydney, Australia  
t. +61 2 9389 3555  
f. +61 2 9387 7110  
alan@threeq.com.au  
www.threeq.com.au

Date: 24 November 2009

**For public release**

ASX Limited

**3Q Holdings Limited - Form 605 and Appendix 3Y**

3Q Holdings Limited ("TQH") encloses the following forms on behalf of Executive Director, Mark McGeachen:

- (a) Form 605 Notice of ceasing to be a substantial holder for AR Investments Limited and Mark James McGeachen, Robyn McGeachen and Andrew Bell as trustees of the M and R McGeachen Family Trust ("**McGeachen Trust**"); and
- (b) Appendix 3Y for Mark McGeachen.

TQH provides the following information as advised by Mr McGeachen, in relation to the attached documents:

1. On 5 April 2007, the McGeachen Trust acquired a relevant interest in 9,389,500 TQH shares held by AR Investments Limited (**ARIL**) due to the operation of section 608(3) of the Corporations Act 2001 (Cth). This was because the McGeachen Trust held 20% of the shares in ARIL.
2. On or about 24 June 2009, ARIL was placed into liquidation.
3. As part of the winding up of ARIL, on 24 November 2009 ARIL transferred 1,877,900 TQH shares to the McGeachen Trust (being 20% of 9,389,500).
4. Accordingly, the McGeachen Trust now directly holds 1,877,900 TQH shares.
5. The beneficial interest of the McGeachen Trust and Mark McGeachen in TQH shares remains unchanged.

Yours faithfully

Alan Treisman

# 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 (TQH)
<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>	Mark James McGeachen
<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 interest
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>Mark James McGeachen has an interest in shares in TQH acquired by Mark James McGeachen, Robyn McGeachen and Andrew Bell as trustees of the M and R McGeachen Family Trust (<b>McGeachen Trust</b>).</p> <p>The TQH shares were acquired by McGeachen Trust from AR Investments Limited (in liquidation) (<b>ARIL</b>) as part of the winding up of ARIL. The McGeachen Trust held 20% of the shares in ARIL at the time of the appointment of the liquidators to ARIL.</p> <p>Mark James McGeachen's beneficial interest in shares in TQH remains unchanged.</p>
<b>Date of change</b>	24 November 2009

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	Prior to the change, the McGeachen Trust: (a) did not hold any shares directly in TQH; (b) had a relevant interest in 9,389,500 shares in TQH held by ARIL as a result of the McGeachen Trust holding 20% of the shares in ARIL.	
<b>Class</b>	Ordinary fully paid shares	
<b>Number acquired</b>	1,877,900	
<b>Number disposed</b>	N/A	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	McGeachen Trust ceasing to be shareholder of ARIL as a result of its winding up. (Based on a trading price of \$0.18 per TQH share, the 1,877,900 TQH shares are currently valued at \$338,022.)	
<b>No. of securities held after change</b>	McGeachen Trust:	1,877,900
<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	Off-market transfer of shares from ARIL	

**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>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<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	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

---

+ See chapter 19 for defined terms.

# Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company name/Scheme **3Q Holdings Limited ("TQH")**  
A.C.N. or A.R.S.N. **089 058 293**

### 1. Details of substantial holder (1)

Name **AR Investments Limited (in liquidation)**  
**Mark James McGeachen, Robyn McGeachen and Andrew Bell as trustees of the M and R McGeachen Family Trust ("McGeachen Trust")**

ACN/ARSN (if applicable) **N/A**

The holder ceased to be a substantial holder on **24 November 2009**

The previous notice was given to the company on **12 April 2007**

The previous notice was dated **11 April 2007**

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
24 November 2009	McGeachen Trust	As a result of the winding up of AR Investments Limited (in liquidation) ("ARIL"), the McGeachen Trust will no longer be a shareholder of and does not have a relevant interest in, the 9,389,500 TQH shares previously held by ARIL. The McGeachen Trust now only holds a relevant interest in 1,877,900 TQH shares which the McGeachen Trust now directly holds. This represents a decrease in its relevant interest of 7,511,600 TQH shares.	McGeachen Trust ceasing to be shareholder of ARIL as a result of the winding up of ARIL.	7,511,600 ordinary shares	7,511,600

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A


4. Addresses

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

Name	Address
McGeachen Trust	113 Walter Strevens Drive, Conifer Grove, Auckland, New Zealand

380271.doc

**Signature**

print name MARK JAMES MCGEACHEN capacity TRUSTEE  
sign here  date 24, 11, 09

**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 "relevant interest" in section 608 and 671(b) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.