On-market buy-back and de-listing timetable

- 3Q Holdings to implement an on-market buy-back of its issued shares (ASX:TQH)

  o Up to 30,000,000 shares to be purchased, during the period from 6 December 2012 until the suspension of the Company's shares from official quotation

- The current proposed de-listing timetable of suspension on 12 December 2012 and de-listing on 19 December 2012 may be extended by the Company if required to allow a reasonable opportunity for shareholders to participate in the buy-back

- De-listing will occur on 14 day's notice by the Company to the ASX – anticipated to be within the next 60 days

6 December 2012: The Board of 3Q Holdings Limited (ASX:TQH) today announced its intention to implement an on-market buy-back of up to 30,000,000 shares of its currently issued share capital (representing approximately 20% of the number of issued shares currently outstanding).

At the Company's Annual General Meeting on 19 November 2012, shareholders passed resolutions to de-list the Company from the ASX and to allow the Company to conduct an on-market buy-back of up to 30,000,000 shares.

The on-market buy-back commences on 6 December 2012.

The de-listing timetable proposed in the AGM notice indicated that the Company's shares would be suspended from official quotation on 12 December 2012 (**suspension date**) and the Company removed from the official list of the ASX on 19 December 2012 (**de-listing date**). However, to allow all shareholders a reasonable opportunity to participate in the buy-back, the Company proposes to extend the period before the de-listing date.

The Company will provide the ASX with at least 14 days' notice prior to the revised de-listing date, and the Board anticipates that revised date will be within the next 60 days.

It is intended that the buy-back arrangement will operate until the suspension date.

The Board believes that in recent trading the quoted share price reflects a substantial discount to the intrinsic value of the Company. Implementing a buy-back arrangement gives the Company the flexibility to pursue the most beneficial capital management option available to it.

In addition, implementing the buy-back may give those shareholders who do not wish to continue to invest in a company that will no longer be listed on the ASX a limited opportunity to sell their shares where such an opportunity would not have otherwise existed.

The Company proposes to instruct its broker to take a position in the market only where that position maximises the benefit of the buy-back to the Company. The maximum number of shares that may be bought under the terms of the buy-back is 30,000,000 shares, but the Board advises shareholders

that there can be no certainty that the Company will acquire (or seek to acquire) any shares under this buy-back arrangement.

For more information please contact:

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About 3Q Holdings

3Q Holdings Limited (ASX: TQH) has been listed on the ASX in its current form since 28 December 2005. It originally acquired 100% of QQQ Systems, a software company that provides software applications to the retail industry in Australia and New Zealand – with both point of sale (POS) and head office solutions into a wide range of retail clients operating in the fashion, electronics, furniture, general merchandise and discount variety industries.

In March 2006 the company acquired the San Diego based Applied Retail Solutions business (ARS). ARS has been providing software and services to mid-sized and large retailers in the United States since 1987. Its core product "OnePointe" provides a Post to Host solution in market segments such as apparel, footwear, entertainment, discount and variety, giving TQH an excellent entry into the US retail software and services market.

New Zealand based AdvanceRetail Technology was acquired by TQH in March 2007, and is a leading retail solutions provider with offices in Auckland, Sydney and Brisbane and representation in Malaysia, China and Singapore – giving it a high quality customer base in Australia, New Zealand and Asia. The company has a range of strategic alliances through which the Company takes its products and services to market, including industry leaders that include SAP, Microsoft and IBM.

In December 2007 the company acquired Island Pacific, which provides access to market leading retail merchandising, store operations, CRM, and multi-channel software solutions internationally. With offices in the United States and the United Kingdom, TQH not only has better access to those markets, but has the advantage of a springboard into the broader European markets. Island Pacific was founded in 1978 and has developed a reputation for delivering high-quality, high-reliability software to the retail industry. The company is headquartered in Irvine, California.