

17 August 2012

Shaun Rosen  
8 Village Lower Road  
Vaucluse NSW 2030

Company Announcements Office  
Australian Stock Exchange Limited

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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 be 'Shaun Rosen', written over a light grey rectangular background.

Shaun Rosen

## 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                                      See Annexure A  
ACN (if applicable)                    058 446 076

There was a change in the interests of the substantial holder on                    17/08/2012

The previous notice was given to the company on                    29/06/2011

The previous notice was dated    24/06/2011

**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)
<b>Ordinary shares</b>	<b>61,750,000</b>	<b>37.23%</b>	<b>61,765,900</b>	<b>41.22%</b>

**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
<b>17/08/12</b>		Share buyback of 17,484,326 ordinary shares from Eastfall Pty Limited by 3Q Holdings Limited at 5c per share and the subsequent cancellation of the shares. This results in increased voting power for Shaun Rosen and his associates.			

**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
<b>Camread Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>See Annexure B</b>	<b>57,500,000 ordinary shares</b>	<b>57,500,000</b>
<b>Shaun Rosen</b>	<b>Elabrook Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>See Annexure B</b>	<b>57,500,000 ordinary shares</b>	<b>57,500,000</b>
<b>Jody Rosen</b>	<b>Elabrook Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>See Annexure B</b>	<b>57,500,000 ordinary shares</b>	<b>57,500,000</b>
<b>David Rosen</b>	<b>Elabrook Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>See Annexure B</b>	<b>57,500,000 ordinary shares</b>	<b>57,500,000</b>
<b>Elabrook Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>Elabrook Pty Limited</b>	<b>See Annexure B</b>	<b>57,500,000 ordinary shares</b>	<b>57,500,000</b>
<b>Jody Rosen</b>	<b>Old Trafford Super Pty Limited</b>	<b>Old Trafford Super Pty Limited</b>	<b>See Annexure B</b>	<b>2,015,900 ordinary shares</b>	<b>2,015,900</b>
<b>Shaun Rosen</b>	<b>Old Trafford Super Pty Limited</b>	<b>Old Trafford Super Pty Limited</b>	<b>See Annexure B</b>	<b>2,015,900 ordinary shares</b>	<b>2,015,900</b>
<b>Shaun Rosen</b>	<b>Shaun Rosen</b>	<b>Shaun Rosen</b>	<b>See Annexure B</b>	<b>2,250,000 ordinary shares</b>	<b>2,250,000</b>

**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
Camread Pty Limited	Level 14, 101 Grafton Street, Bondi Junction NSW 2022
Shaun Rosen	8 Village Lower Road, Vaucluse NSW 2030
Jody Rosen	8 Village Lower Road, Vaucluse NSW 2030
David Rosen	c/o 8 Village Lower Road, Vaucluse NSW 2030
Old Trafford Super Pty Limited	Level 14, 101 Grafton Street, Bondi Junction NSW 2022
Elabrook Pty Limited	Level 14, 101 Grafton Street, Bondi Junction NSW 2022

print name **Shaun Rosen** capacity **Director (Camread Pty Limited), Elabrook Pty Limited, Old Trafford Super Pty Limited**

sign here



date **17/08/2012**

## 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 – DETAILS OF SUBSTANTIAL HOLDER

Name: Camread Pty Limited

Name: Shaun Rosen

Name: Jody Rosen

Name: David Rosen

Name: Old Trafford Super Pty Limited

Name: Elabrook Pty Limited

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

A handwritten signature consisting of several overlapping, slanted lines, appearing to be the name 'Shaun Rosen'.

SIGNED:

DATE: 17/08/2012

ANNEXURE B – PRESENT RELEVANT INTERESTS

<b>Holder of relevant interest</b>	<b>Nature of relevant interest</b>
Camread Pty Limited	Camread Pty Limited holds 100% of the issued capital in Elabrook Pty Limited which is the holder of 57,500,000 ordinary shares in the Company.
Shaun Rosen	Shaun Rosen, together with Jody Rosen, controls Camread Pty Limited. Accordingly, Shaun Rosen has a relevant interest in the shares held by Elabrook Pty Limited in the Company under section 608(3) of the Corporations Act.
Jody Rosen	Jody Rosen, together with Shaun Rosen, controls Camread Pty Limited. Accordingly, Jody Rosen has a relevant interest in the shares held by Elabrook Pty Limited in the Company under section 608(3) of the Corporations Act.
David Rosen	David Rosen has a beneficial interest in 50% of the issued capital in Elabrook Pty Limited. Accordingly, David Rosen has a relevant interest in the shares held by Elabrook Pty Limited in the Company under s608(3) of the Corporations Act.
Shaun Rosen	Shaun Rosen, together with Jody Rosen, controls Old Trafford Super Pty Limited. Accordingly, Shaun Rosen has a relevant interest in the shares held by Old Trafford Super Pty Limited in the Company under section 608(3) of the Corporations Act.
Jody Rosen	Jody Rosen, together with Shaun Rosen, controls Old Trafford Super Pty Limited. Accordingly, Jody Rosen has a relevant interest in the shares held by Old Trafford Super Pty Limited in the Company under section 608(3) of the Corporations Act.

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



SIGNED:

DATE: 17/08/2012