

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Eureka Group Holdings Limited

ACN/ARSN 15 097 241 159

1. Details of substantial holder (1)

Name Bydand Capital Pty Ltd

ACN/ARSN (if applicable) 116 187 190

There was a change in the interests of the substantial holder on 03/02/2012

The previous notice was given to the company on 01/09/2010

The previous notice was dated 01/09/2010

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests 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	6,001,451	21.8%	6,001,451	10.9%

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
03/02/2012	Bydand Capital P/L	Shares issued to 3 rd party convertible noteholders per AGM dated 30 Novemebr 2011	conversion per terms approved at AGM	dilution effect on existing holdings	dilution effect on existing holdings

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
Bydand Capital P/L	Bydand Capital P/L	Bydand Capital P/L	Shareholder	Ordinary 2,659,073	2,659,073
Bydand Capital P/L	Mr & SJ Gordon Superannuation Fund	Mr & SJ Gordon Superannuation Fund	Shareholder	Ordinary 3,342,378	3,342,378

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:

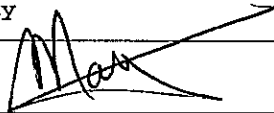
Name and ACN/ARSN (if applicable)	Nature of association
	n/a

6. Addresses

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

Name	Address
Bydand Capital Pty Ltd	PO Box 3471, Norman Park, Brisbane, 4170

Signature

print name Dennis May capacity Company Secretary
 sign here  date 06/02/2012

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).