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FACSIMILE TRANSMISSION

January 4, 2010

To: **Company Announcements Platform** **Fax:** +61 2 9778-0999 or **Tel:**
 Australian Securities and Exchange (ASX) + 61 2 9347-0005

From: Kee-Min Ngiam for Northrop Grumman Space & Mission Systems Corp.

Re: EOS Form 604

☐ Original(s) to follow

Number of pages, including cover: 11

Ladies and Gentlemen:

We attach a Notice of Change of Interests of Substantial Holder (Form 604) in relation to our client's shareholdings in Electro Optic Systems Holdings Limited.

Please let us know if you have any questions.

Very truly yours,

/s/

Kee-Min Ngiam

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED

ACN/ARSN

092 708 384

1. Details of substantial holder (1)

Name

This Notice is given by Northrop Grumman Space & Mission Systems Corp. (NGS&MSC) on behalf of itself and each of its related bodies corporate (Northrop Grumman Associates) named in the list annexed to this Notice and marked "A"

ACN/ARSN (if applicable)

N/A

There was a change in the interests of the substantial holder on

31 December 2009

The previous notice was given to the company on

2/2/2005

The previous notice was dated

1/2/2005

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 shares	5,000,000	12.8%	5,000,000	8.8%

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
Year ended 31 December 2005	NGS&MSC and Northrop Grumman Associates	EOS issued further shares	N/A	Ordinary shares	Voting power of NGS&MSC and Northrop Grumman Associates reduced from 12.8% to 9.75% as result of EOS share issues
Year ended 31 December 2006		EOS issued further shares	N/A	Ordinary shares	Voting power of NGS&MSC and Northrop Grumman Associates has reduced from 9.75% to 9.74% as result of EOS share issues
Year ended 31 December 2007		EOS issued further shares	N/A	Ordinary shares	Voting power of NGS&MSC and Northrop Grumman Associates has reduced from 9.74% to 8.8% as result of EOS share issues

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 (B)	Nature of relevant interest (E)	Class and number of securities	Person's votes
Northrop Grumman Systems Corporation	Northrop Grumman Systems Corporation	Northrop Grumman Systems Corporation	Registered holder	5,000,000 ordinary shares	8.8%
Northrop Grumman Associates	Northrop Grumman Systems Corporation	Northrop Grumman Systems Corporation	Taken under section 608(3) of the Corporations Act to have a relevant interest	5,000,000 ordinary shares	8.8%

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 (B) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and applicable	ACN/ARSN (if applicable)	Nature of association
NGS&MSC		As a result of an internal reorganisation, NGS&MSC has merged with Northrop Grumman Systems Corporation (a Delaware corporation) effective 31 December 2009 and Northrop Grumman Systems Corporation is the successor corporation to NGS&MSC and has assumed all the assets and liabilities and rights and obligations of NGS&MSC including ownership of the ordinary shares in EOS. A copy of the Short Form Merger Agreement is annexed to this Notice and marked "B". See also the Northrop Grumman Associates named in the list annexed to this Notice and marked "A" for the current related bodies corporate of Northrop Grumman Systems Corporation.

6. Addresses

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

Name	Address
NGS&MSC	1840 Century Park East, Los Angeles, California, 90067, United States of America
Northrop Grumman Systems Corporation	1840 Century Park East, Los Angeles, California, 90067, United States of America

Signature

print name Kathleen M. Salmas

capacity Secretary

sign here

Kathleen M Salmas

date 31 / 12 / 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 "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 on 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.

NORTHROP GRUMMAN ASSOCIATES

As of December 31, 2009

Electro Optic Systems Holdings Limited

This is Annexure A of 4 pages referred to in the Notice of change of interests of substantial holder Form 604

777 Walkers Line Corporation
Adaptive Optics Associates, Inc.
Advanced Science and Engineering Technologies LLC
Airwork-Vinnell
Allied Holdings Inc.
Amherst Systems, Inc.
AMSEC LLC
BDM International, Inc.
BDM Services Arabia Ltd.
Continental Maritime of San Diego, Inc.
Cresticon, Inc.
Cutting Edge Optronics Inc.
EuroHawk GmbH
Fleet Services Holding Corp.
Ingalls Shipbuilding, Inc.
Inlake Insurance Limited
Integrated Coast Guard Systems, LLC
Kennedy Operations & Facilities Team LLC
Litton FSC, Inc.
Litton International Development Corporation
Litton International GmbH
Litton Precision Products International GmbH i.L.
Litton Precision Products International, Inc.
Litton Saudi Arabia Limited
Litton Systems International, Inc.
Litton Technology Corporation Ltd.
Litton U.K. Limited
Litton Worldwide Services, Inc.
Litton-Westrex Company, Japan
Logistics & Transportation Services Inc.
Longbow International
Longbow LLC
Lucas Aviation Inc.
Lucas Western LLC
National Security Technologies, LLC
Newport News Energy Company
Newport News Industrial Corporation
Newport News Nuclear Inc.
Newport News Reactor Services, Inc.
Newport News Shipbuilding and Dry Dock Company
NG Mission Systems Overseas, Inc.
NGC Denmark ApS
NGC International, Inc.
NGC UK Limited
Normeka, AS
Northrop Electronic Systems Integration Limited
Northrop Grumman Aerospace International, Inc.
Northrop Grumman Canada (2004) Inc.

NORTHROP GRUMMAN ASSOCIATES

As of December 31, 2009

Electro Optic Systems Holdings Limited

This is Annexure A of 4 pages referred to in the Notice of change of interests of substantial holder Form 604

Company
Northrop Grumman Cobham Intercoms, LLC
Northrop Grumman Computing Systems, Inc.
Northrop Grumman Corporation
Northrop Grumman Deutschland GmbH
Northrop Grumman Electronic Systems International, Inc.
Northrop Grumman Electronics Systems Integration International, Inc.
Northrop Grumman Enterprise Management Services Corp.
Northrop Grumman Finance Europe B.V.
Northrop Grumman Guidance and Electronics Company, Inc.
Northrop Grumman Holding GmbH
Northrop Grumman Information Technology Global Corp.
Northrop Grumman Information Technology Limited
Northrop Grumman Information Technology Overseas, Inc.
Northrop Grumman International Services Company, Inc.
Northrop Grumman International, Inc.
Northrop Grumman ISS International, Inc.
Northrop Grumman Italia S.p.A
Northrop Grumman L.E.F. GmbH
Northrop Grumman LITEF GmbH
Northrop Grumman Mission Systems Europe Limited
Northrop Grumman Mission Systems GmbH
Northrop Grumman North African Services Group, Inc.
Northrop Grumman Ohio Corporation
Northrop Grumman Overseas Holdings, Inc.
Northrop Grumman Overseas Service Corporation
Northrop Grumman Park Air Systems AS
Northrop Grumman Properties Limited
Northrop Grumman Risk Management Inc.
Northrop Grumman S&MS Finance, LLC
Northrop Grumman Security Systems, LLC
Northrop Grumman Ship Systems International, Inc.
Northrop Grumman Shipbuilding, Inc.
Northrop Grumman Sperry Marine (S) PTE LTD
Northrop Grumman Sperry Marine Asia Inc.
Northrop Grumman Sperry Marine B.V.
Northrop Grumman Sperry Marine GmbH & co. KG
Northrop Grumman Sperry Marine Limited
Northrop Grumman Sperry Marine Trading (Shanghai) Company Limited
Northrop Grumman Support Services Corp.
Northrop Grumman Systems Corporation
Northrop Grumman Systems Finance, LLC
Northrop Grumman Tactical Systems, LLC
Northrop Grumman Technical Services, Inc.
Northrop Grumman UK Limited
Northrop Grumman Worldwide Corp.
Northrop Grumman Worldwide Enterprise Corp.
Park Air Systems Limited
Plath GmbH

NORTHROP GRUMMAN ASSOCIATES

As of December 31, 2009

Electro Optic Systems Holdings Limited

This is Annexure A of 4 pages referred to in the Notice of change of interests of substantial holder Form 604

Company
Remotec UK Limited
Remotec, Inc.
Richmond TAI Corp.
Richmond TAUK Ltd
Richmond TASSI Inc.
Richmond U.K. I Inc.
Richmond U.K. Inc.
Saudi Strategic Services Company, Ltd.
Scaled Composites, LLC
SCI Lucas Gresillons
Seavin LLC
Sol-Tex Mineral Company, Inc.
Solystic Belgium NV
Solystic SAS
Sonoma Photonics, Inc.
Space Gateway Support, LLC
The BDM Corporation of Saudi Arabia
The Tides Properties Corporation
TRW (Shanghai) Engine Valve Co. Ltd.
TRW Aeronautical Holding Inc.
TRW Aeronautical Systems Singapore PTE Ltd.
TRW Community Projects Inc.
TRW Delaware Inc.
TRW Environmental Safety Systems Inc.
TRW Export Sales B.V.
TRW France Location EURL
TRW Integrated Supply Chain Solutions GmbH
TRW Integrated Supply Chain Solutions Inc.
TRW Microwave Inc.
TRW UK Holding Limited
Vinnell Arabia Ltd.
Vinnell Brown & Root LLC
Vinnell Corporation
Vinnell Mining & Minerals Corporation
Xinetics Inc.

[Signature Page Follows]

NORTHROP GRUMMAN ASSOCIATES

As of December 31, 2009

Electro Optic Systems Holdings Limited

This is Annexure A of 4 pages referred to in the Notice of change of interests of substantial holder Form 604

print name Kathleen M. Salmas

capacity Secretary

sign here



date 31 / 12 / 09

Electro Optic Systems Holdings Limited

This is Annexure B of 3 pages referred to in the Notice of change of interest of substantial holder Form 604.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NORTHROP GRUMMAN SPACE & MISSION SYSTEMS CORP.", AN OHIO CORPORATION,

WITH AND INTO "NORTHROP GRUMMAN SYSTEMS CORPORATION" UNDER THE NAME OF "NORTHROP GRUMMAN SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2009, AT 7:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2056806 8100M

091098747



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7700271

DATE: 12-15-09

Electro Optic Systems Holdings Limited

This is Annexure B of 3 pages referred to in the Notice of change of interest of substantial holder Form 604.

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:41 PM 12/14/2009
FILED 07:44 PM 12/14/2009
SRV 091098747 - 2056806 FILE

CERTIFICATE OF MERGER

MERGING

NORTHROP GRUMMAN SPACE & MISSION SYSTEMS CORP.

INTO

NORTHROP GRUMMAN SYSTEMS CORPORATION

Pursuant to Section 252(c) of the Delaware General Corporation Law, the undersigned corporation does hereby certify:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Domicile</u>
Northrop Grumman Space & Mission Systems Corp.	Ohio
Northrop Grumman Systems Corporation	Delaware

SECOND: An Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is Northrop Grumman Systems Corporation.

FOURTH: The certificate of incorporation of Northrop Grumman Systems Corporation shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Northrop Grumman Systems Corporation, the address of which is c/o Northrop Grumman Corporation, 1840 Century Park East, Los Angeles, California 90067.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Northrop Grumman Space & Mission Systems Corp. currently consists of 1,000 shares of common stock, with a par value of \$.001 per share.

Electro Optic Systems Holdings Limited

This is Annexure B of 3 pages referred to in the Notice of change of interest of substantial holder Form 604.

EIGHTH: This Certificate of Merger, and the merger referenced herein, shall be effective on December 31, 2009 at 11:59 p.m. (local time in Wilmington, Delaware).

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 11th day of December, 2009.

NORTHROP GRUMMAN SYSTEMS CORPORATION

By: Kathleen M. Salmas
Kathleen M. Salmas
Secretary