

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme AUDIO PIXELS HOLDINGS LIMITEDACN/ARSN 094 384 273

1. Details of substantial holder(1)

Name Fred Bart Group comprising Fred Bart, Landed Investments (NZ) Limited ("Landed"), Bart Superannuation Pty Limited, 4F Investments Pty Limited and Security & Equity Resources Limited ("SERL")

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 31/05/2016The previous notice was given to the company on 1/12/2010The previous notice was dated 1/12/2010

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	5,278,439	28.69%	5,592,765	20.80%

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
25/1/2011	Landed Investments (NZ) Limited	Acquisition	Vendor consideration at \$4.57	5,031	Landed Investments (NZ) Limited
15/9/2011	Bart Superannuation Pty Limited Bart	Acquisition	On market purchase at \$6.06	3,379	Bart Superannuation Pty Limited
15/5/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$6.06	700	Bart Superannuation Pty Limited
16/5/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$5.10	300	Bart Superannuation Pty Limited
21/5/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$5.35	200	Bart Superannuation Pty Limited
1/6/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$5.00	1,201	Bart Superannuation Pty Limited

15/6/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$5.10	100	Bart Superannuation Pty Limited
22/6/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$5.13	1,700	Bart Superannuation Pty Limited
25/6/2012	Bart Superannuation Pty Limited	Acquisition	On market purchase at \$5.00	200	Bart Superannuation Pty Limited
4/09/2013	Landed Investments (NZ) Limited	Disposal	Off market sale at \$2.00 per share to Ian Dennis (Director)	(50,000)	Landed Investments (NZ) Limited
13/10/2013	Bart Superannuation Pty Limited	Acquisition	Cash paid of \$5.00 per share pursuant to a placement approved by shareholders	200,000	Bart Superannuation Pty Limited
31/05/2016	Bart Superannuation Pty Limited	Acquisition	Cash paid of \$6.60 per share pursuant to a placement approved by shareholders	151,515	Bart Superannuation Pty Limited
				314,326	

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
Landed	Landed	Landed	Power to vote	3,570,031	3,570,031
Fred Bart	Fred Bart	Fred Bart	Power to vote	1,244,325	1,244,325
Bart Superannuation Pty Limited	Bart Superannuation Pty Limited	Bart Superannuation Pty Limited	Power to vote	744,295	744,295
SERL	SERL	SERL	Power to vote	34,089	34,089
4F Investments Pty Limited	4F Investments Pty Limited	4F Investments Pty Limited	Power to vote	25	25
				5,592,765	5,592,765

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
Fred Bart	Fred Bart is a director of Landed Investments (NZ) Limited, 4F Investments Pty Limited, Bart Superannuation Pty Limited and Security & Equity Resources Limited. Fred Bart is the ultimate controlling shareholder of all these entities.

6. Addresses

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

Name	Address
Fred Bart	Suite 2, Level 12, 75 Elizabeth Street, Sydney NSW 2000
Landed Investments (NZ) Limited	Suite 2, Level 12, 75 Elizabeth Street, Sydney NSW 2000
Bart Superannuation Pty Limited	Suite 2, Level 12, 75 Elizabeth Street, Sydney NSW 2000
4F Investments Pty Limited	Suite 2, Level 12, 75 Elizabeth Street, Sydney NSW 2000
SERL	Suite 2, Level 12, 75 Elizabeth Street, Sydney NSW 2000

Signature

print name Fred Bart

sign here

capacity Director

date 6/7/2016

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 671 B(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.