

DSQ Holdings Limited
ARBN 125 825 792
NZ Company No. 1562383
NOTICE OF ANNUAL MEETING

Notice is given that an Annual Meeting of shareholders of DSQ Holdings Limited (**Company**) will be held at Enprise Group, Level 1, 16 Hugo Johnston Drive, Penrose, Auckland on Friday 21 September 2012 commencing at 10.00 am (Auckland time) / 8.00 am (Sydney time) for the purpose of transacting the business set out in this Notice.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

ORDINARY BUSINESS

A. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 March 2012 will be presented for consideration.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. You may within 15 working days of receiving this notice make a request in writing to the registered office of the Company to receive a hard copy of the Annual Report. You may request to receive a copy of the Annual Report by electronic means, otherwise you can view the Annual Report for the year ended 31 March 2012 on the ASX website.

Following the consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the Meeting and any written answer tabled by the Auditor at the Meeting will be made available as soon as practicable after the Meeting.

B. ITEMS FOR APPROVAL

1. Election of Elliot Cooper

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That Elliot Cooper, who retires in accordance with clause 11.4 of the Company’s Constitution, and having offered himself for re-election and being eligible, is re-elected as a Non-Executive Director of the Company.”

2. Election of Christian Bernecker

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That Christian Bernecker, who retires in accordance with clause 11.4 of the Company’s Constitution, and having offered himself for re-election and being eligible, is re-elected as a Non-Executive Director of the Company.”

3. Election of Mark Loveys

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That Mark Loveys, who retires in accordance with clause 11.5 of the Company’s Constitution, and having offered himself for re-election and being eligible, is re-elected as a Non-Executive Director of the Company.”

EXTRAORDINARY BUSINESS

4. Approval of acquisition - Enprise

To consider and, if thought fit, to pass the following as a special resolution for the purposes of section 129 of the New Zealand Companies Act 1993 and ASX Listing Rule 10.1:

“That, subject to the approval of Resolution 5, for the purposes of ASX Listing Rule 10.1 and section 129(1) of the Companies Act 1993, and for all other purposes, approval is given for the acquisition of Enprise Solutions Limited (New Zealand Company Number 1248984) by the Company on the terms described in the Explanatory Statement and the Independent Expert’s Report which form part of this Notice of Meeting, and the Directors are authorised to take all action, execute all documents and agreements (including any amendments to such documents and agreements that the directors see fit) and do all other acts, matters and things necessary, or considered by the directors to be desirable, to give effect to that acquisition.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by a party to the transaction (being Mark Loveys and Elliot Cooper) and any associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Approval to de-listing from ASX

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

*“That, the Company’s request for removal of the Company from the official list of ASX (**de-listing**) in accordance with ASX Listing Rule 17.11 on a date to be decided by ASX (being no earlier than one month after this resolution is passed) be ratified and the directors are authorised to do all things reasonably necessary to give effect to the de-listing.”*

6. Approval to request listing on NSX

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, subject to the approval of Resolution 5, approval is given for the directors to do all things reasonably necessary to apply for the Company’s shares to be listed and quoted on the National Stock Exchange of Australia.”

7. Amendments to Constitution

To consider and, if thought fit, to pass the following as a special resolution of the Company:

“That, subject to the approval of Resolution 6, as a special resolution in accordance with section 32(2) of the Companies Act, 1993 the Constitution of the Company be amended in accordance with the revised Constitution tabled at the meeting, and for the purposes of identification signed by the Chair of the meeting.”

By order of the Board



Christian Bernecker
Chairman
29 August 2012

NOTES TO THE NOTICE OF ANNUAL MEETING

EXPLANATORY STATEMENT & INDEPENDENT EXPERT'S REPORT

The Company's shareholders (**Shareholders**) should read the Explanatory Statement accompanying, and forming part of, this Notice of Annual Meeting for more details on the resolutions to be voted at the Annual Meeting (**Meeting**). The Independent Expert's Report (**Report**) accompanying this Notice of Meeting relates to Resolution 4 – approval of the acquisition of Enprise Solutions Limited and a one third share of 2Cloud.biz Limited.

ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) / 9.00pm (Auckland time) on Wednesday, 19 September 2012 will be entitled to attend and vote at the Meeting as a Shareholder. This means that if you are not the registered holder of a relevant share in the Company at that time, you will not be entitled to vote in respect of that share.

HOW TO EXERCISE YOUR RIGHT TO VOTE

You may vote in person, by proxy or by attorney. For example you may vote:

- by attending the Meeting and voting in person, or if you are a corporate shareholder, by having a corporate representative attend and vote for you; or
- by appointing a proxy to vote for you, by completing the proxy form provided with this Notice of General Meeting.

Voting By Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative to exercise its powers as proxy at the Meeting. If you appoint a proxy and also attend the meeting, the proxy's authority to speak and vote at the meeting will be suspended while you are present at the meeting.

A proxy need not be a shareholder of the Company. A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy form is enclosed with this Notice. To be effective, the signed proxy form and the authority (if any) under which it is signed, or a certified copy of that authority, must be received at the share registry of the Company no later than 8.00 am (Sydney time) / 10.00am (Auckland Time) on 19 September 2012 (being no later than 48 hours before the time for holding the Meeting). Proxies must be received before that time by one of the following methods:

By post: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By facsimile: +61 2 9290 9655

By delivery: Boardroom Pty Limited
Level 7, 207 Kent Street

Sydney NSW 2000

Online

www.boardroomlimited.com.au/vote/dsqholdingsagm2012

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

ADMISSION TO ANNUAL MEETING

If you wish to attend the meeting, please bring the Proxy Form included with this Notice of Meeting.

If you are not attending, but would like to nominate another person to act as your proxy, please complete and sign the Proxy Form and fold and post so that it is received no later than 48 hours before the start of the meeting, that is by 8.00am (Sydney time) / 10.00am (Auckland time) on Wednesday, 19 September 2012.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the Resolutions.

The Directors recommend that shareholders read this Explanatory Statement, together with the Independent Expert's Report, before determining whether or not to support the Resolutions.

BUSINESS OF THE MEETING

Director Recommendations

ORDINARY BUSINESS

The Directors, with Messrs Loveys, Cooper and Bernecker abstaining on their own re-election, recommend that the Shareholders approve resolution 1, 2 and 3.

EXTRAORDINARY BUSINESS

The resolutions set out in this Notice under Extraordinary Business are interdependent. The Directors, with Mark Loveys and Elliot Cooper abstaining in relation to resolution 4, recommend that Shareholders approve all four resolutions.

Approval of resolution 4 is drafted to be subject to the approval of resolution 5. As set out below the Directors have determined that, should resolution 4 be approved, the cost of complying with the ASX Listing Rules significantly outweighs the benefit of maintaining the Company as an ASX listed entity.

Approval of resolution 6 is subject to the approval of resolutions 4 and 5 as the Company will not proceed with listing on the NSX if the de-listing from ASX is not approved. Further, to list on the NSX the Company must amend its constitution and be conducting an operating business that meets the NSX admission requirements.

The Directors recommend that Shareholders approve resolution 6 as the NSX will provide Shareholders with access to a public and easily accessible market to trade the Company's shares, with administration and cost appropriate to the Company. If resolution 6 is not approved there will be limited opportunity for shareholders to trade the Company's shares.

Approval of resolution 7 is subject to the approval of resolution 6 as the Company will not amend its constitution if it does not proceed with listing on the NSX.

If the resolutions are not approved the Directors will consider returning the balance of the Company's capital to the Shareholders and delisting from the ASX under a liquidation process.

1. Election of Elliot Cooper

The Company's Constitution requires that any Director appointed by the Directors will hold office only until the next Annual Meeting but will be eligible for election by the Shareholders at that Annual Meeting. Both Elliot Cooper and Christian Bernecker were appointed as Directors by the Directors and will cease to hold office at the conclusion of the Annual

Meeting. If re-elected their appointment will be effective as at the conclusion of the Annual Meeting.

Elliot Cooper is a co-founder and Chief Financial Officer of the Enprise Group. Elliot has been a chartered accountant in New Zealand for over 20 years and has a broad set of skills and experience in operating IT companies.

2. Election of Christian Bernecker

Christian Bernecker is Executive Director of Nightingale Partners Pty Limited, an active investment company that provides expansion capital to growing businesses. Christian has experience across all aspects of the investment process from deal origination, and the assessment of potential investments, including due diligence and analysis, to deal execution and implementation, monitoring and exit management. Christian is also a Non-Executive Director of, Australis Music Group Pty Limited, CreditorWatch Pty Limited, Longreach Group Limited, Stream Group Holdings Pty Limited, Uscom Limited and several other private companies.

Christian is a member of the Institute of Chartered Accountants in Australia and holds a Bachelor of Commerce from the University of Ballarat.

3. Election of Mark Loveys

The Company's Constitution requires that one third of the Directors, excluding the Managing Director, must retire from office at the annual meeting each year. The retiring Director is then eligible to offer themselves for re-election by shareholders.

4. Approval of acquisition – Enprise

Background

The Company is currently a "cash box" following the disposal of substantially all of its business. Following the sale, the Board returned approximately AUD\$10 million in capital to shareholders deeming the Company to have excess capital to its requirements.

The Company has identified the Enprise Group as a potential business acquisition to utilise part of the cash balance remaining after the return of capital.

It is proposed that the Company acquires the business of the Enprise Group through the acquisition of 100% of the shares in Enprise Solutions Limited and one third of the shares in 2Cloud.biz Limited. The subsidiaries of Enprise Solutions Limited, being Enprise Australia Pty Limited and Enprise Limited will be included, for a total consideration of NZ\$2.1million. **(Proposed Transaction)**

Background on Enprise Group

The Enprise Group consists of two fully-owned Business units (Enprise Solutions and Enprise Software), in addition to a one third shareholding in 2Cloud.Biz Limited. These three businesses are outlined below.

Enprise Solutions

As a Platinum MYOB EXO reseller and a Microsoft Dynamics CRM partner, Enprise Solutions sells, implements and supports business management software and solutions to

SME Businesses throughout New Zealand and Australia, with branches in Auckland, Hamilton, Wellington, Sydney and Melbourne. It also has its own software solution development function which develops custom solutions based on the software products sold and supported by Enprise.

Enprise Software

Enprise Software is a Gold Certified Software Solution Partner (SSP) to global business software giant SAP, that builds and markets add-on modules and solutions for SAP's Business One suite of business management software. While based in New Zealand, Enprise's software solutions are sold around the world to small and medium sized businesses, through a global channel of 78 SAP Business One Value Added Resellers (VARs).

2Cloud.biz

2Cloud is a Cloud software hosting service which specializes in hosting business accounting software. At present its focus is primarily on hosting MYOB EXO accounting software and its services are sold through the New Zealand and Australian MYOB EXO partner channel. The business is in early start-up phase and is therefore difficult to put a value on. For the purposes of the Proposed Transaction, it has been valued at zero, however with the large shift to Cloud computing being experienced in the business software market, there is significant upside potential in this business.

Director's Assessment of the Proposed Transaction

The Directors have assessed the key advantages and disadvantages of the Proposed Transaction to be as follows:

Advantages

- The consideration offered by the Company to acquire Enprise is within the range of the Board's assessed fair market value of the Enprise Group.
- The consideration paid is the same that the entities associated with Mark Loveys and Elliot Cooper paid for the Enprise Group in March 2012 (excluding the one third stake in 2Cloud.biz) except that transaction costs have been added to the purchase price.
- The assessment of fair market value has not placed a value on 2Cloud.biz as this is still in early stages of commercialisation with minimal income received to date.
- There is expected to be significant market opportunities for companies that specialise in Cloud delivery of Software and Services. After the Proposed Transaction, the Company will be well placed to capitalise on these market opportunities because:
 - 2Cloud.biz enables legacy software systems to operate in a cloud computing environment without the need to rewrite the legacy software
 - MYOB the owner of MYOB EXO software does not currently have a Cloud based offering of MYOB EXO. Via Enprise's industry relationships, 2Cloud.biz has access to the Australian and New Zealand based MYOB EXO resellers to offer the 2Cloud.biz solution.
 - Enprise Group is well positioned to expand the reach of 2Cloud.biz into its other channels, including the global SAP Business One channel.

Disadvantages

- The Enprise group business is an established and profitable business in New Zealand, but most of the growth plan revolves around expansion of the business into Australia which will involve relocation of some staff and management of additional offices in the business. There is a risk that the business will not successfully execute the expansion plan or the expansion will take longer than anticipated.

- The Enprise Group consists of a reseller business, a software development business and a Cloud hosting business. There is risk that the Company will not be successful in further commercialising the software of the software development business or that the successful commercialisation of new software could be materially delayed. There is also a risk that MYOB might choose to offer its own Cloud hosting services for the MYOB EXO product, which would reduce the opportunity for 2Cloud.biz.
- If the commercialisation of the software and/or Cloud services is not successful or is delayed, this could result in the Company incurring losses which may adversely impact the value of the Company's shares.

Legal and Regulatory Requirements

The Company is a New Zealand incorporated company and, accordingly, is subject to the New Zealand Companies Act 1993. As an entity listed on the ASX, the Company is subject to the ASX Listing Rules.

ASX Listing Rules

Enprise is owned by Encap Group Limited, an entity controlled by, Mark Loveys. As a director of the Company, Mr Loveys is a related party of the Company and is in a position of influence within the Company. ASX Listing Rule 10.1 requires shareholder approval for the acquisition or disposal of a substantial asset from a person in a position of influence, such as Mr Loveys or any entity he controls.

Approval under ASX Listing Rule 10.1 only requires an ordinary majority. However as the approval will be considered in conjunction with approval under Section 129 of the New Zealand Companies Act 1993, the special resolution majority will be applied to Resolution 4.

In accordance with ASX Listing Rule 10.10.1 a voting exclusion statement was set out below the resolution.

In accordance with ASX Listing Rule 10.10.2 an independent expert's report regarding the proposed transaction is enclosed as Appendix A.

The independent expert has concluded that the Proposed Transaction is fair and reasonable to the Shareholders who are not excluded from voting on Resolution 4

New Zealand Companies Act 1993

Section 129 of the New Zealand Companies Act 1993 (***Companies Act***) requires shareholder approval, as a special resolution, where a company proposes to enter into a "major transaction".

A "major transaction" includes:

- (a) the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than half the value of the company's assets before the acquisition; and
- (b) a transaction that has, or is likely to, have the effect of the company acquiring rights or interests, or incurring obligations or liabilities, the value of which is more than half the value of the company's assets before the transaction.

Your Directors consider that the proposed acquisition of Enprise by the Company will constitute a major transaction for the purposes of section 129 of the Companies Act. Accordingly, this meeting is also convened to comply with section 129 of that Act.

If Resolution 4 is approved, the Company can proceed with the Proposed Transaction in compliance with the ASX Listing Rules and section 129 of the Companies Act.

Exit for Shareholders

If Shareholders pass Resolution 4, any Shareholder who has cast all of the votes attaching to shares registered in the Shareholder's name (and having the same beneficial owner) against Resolution 1 is entitled to require the Company to purchase those shares, or arrange a third party to purchase those shares, pursuant to sections 110 and 111 of the Companies Act at a fair and reasonable price.

The rights referred to above are typically referred to as "buy-out rights". A Shareholder who is entitled to, and who wishes to, exercise buy-out rights must give written notice to the Company requiring the purchase of the Shareholder's shares, within 10 Working Days after Resolution 4 being passed. Such written notice must be sent to the Company's registered office:

DSQ Holdings Ltd

In Person:

Attention: The Directors
16 Hugo Johnston Drive
Penrose Auckland NEW ZEALAND 1061

By Mail:

Attention: The Directors
PO Box 51-349
Pakuranga
Auckland 2140

As set out in the timeline under resolution 5, there will be at least one month between the date shareholders approve the de-listing to the removal date from ASX. During this time shares can be traded by existing shareholders who wish to exit the Company entirely prior to the de-listing. Following de-listing however there will be a period of time (minimum of two weeks) before trading can commence on the NSX.

Summary of Key Terms

Set out below are the key terms of the Proposed Transaction.

Price	NZ\$2.1 Million of which NZ\$1.7 million is payable on completion and NZ\$0.4 million payable on 1 March 2013.
Assets	100% of the issued capital in Enprise Solutions Limited and 33.33% of the capital of 2Cloud.biz Limited.
Vendor	The Vendor is Encap Group Limited, NZ Company No. 3711558.
Completion Date	Completion of the Proposed Transaction is anticipated to occur in the two week period between delisting from the ASX and listing on the NSX.
Conditions to Completion	The conditions to completion are the Shareholder approvals under Resolutions 4 and 5.
Company Operations post-	The Company will change its name to

Completion	Enprise Group Limited and the business of the Company will be substantially the current Enprise Group business.
Directors and Key Investors interest in the Proposed Transaction	Enprise is owned by Encap Group Limited, an entity controlled by Mark Loveys.

5. Approval to request de-listing from ASX

Conditions of ASX De-listing

The ASX has approved the Company's request for de-listing subject to the following conditions:

1. The Notice clearly sets out that the Company intends to seek removal from the official list of ASX and shareholders approve the removal by ordinary resolution.
2. The date on which the removal from the official list takes place is not earlier than one month after shareholder approval is granted.
3. The Notice contains a timetable for the removal of the Company from the official list.

Timing

The removal of the Company from the official list is subject to ASX's consent, however the Company expects to be de-listed if the resolutions to be considered at the Meeting are all passed.

ASX has advised that a condition of its approval is that this removal will not occur any earlier than one month after the resolution is approved.

The timetable of the indicative dates for the delisting process is as follows:

General Meeting	21 September 2012
Suspension Date	15 October 2012
Removal Date	22 October 2012

These dates are indicative only and the Company will notify the market upon any change to these dates.

Reasons for de-listing

The ASX has confirmed that should the acquisition of the Enprise Group proceed, the ASX will require the Company to satisfy the admission requirements as a new listing (commonly referred to as a "back door listing"). The most significant issue this raises for the Company is the spread requirement, which could only be achieved through a public offer capital raising.

The Company has no short term requirement for capital and accordingly any capital raising would result in a commercially unnecessary dilution of the existing shareholders and increased cost of capital for the Company. Further, the Board believes that a capital raising would be unlikely to attract support from new investors in the number needed to meet Listing Rule 1.1 Condition 7 (the spread requirements).

In addition, the Board has determined that the cost of complying with ASX Listing Rule 11.1.3 (the back door listing requirements) significantly outweighs the benefit of maintaining the Company as an ASX listed entity.

The cost of maintaining a listing on the NSX, as proposed by Resolution 6, is significantly less.

Effect of the De-listing

(i) Trading

The Company's shares can continue to be traded on ASX until official quotation of the Company's shares is suspended. This will give Shareholders an opportunity to seek to trade their shares on ASX to exit the Company before the Removal Date if they do not wish to remain Shareholders in the Company.

Following the Company's proposed listing on NSX there will be a new market for the trading of the Company's shares. Information regarding trading on NSX is set out below under *Trading on the NSX*.

(ii) Protections under Listing Rules

If the Company is de-listed the ASX Listing Rules, and the protections provided to Shareholders under the ASX Listing Rules, will no longer apply.

If approved for de-listing, the Company intends to immediately apply for listing and quotation on the NSX (in accordance with Resolution 6) and will therefore be subject to the NSX Listing Rules, and the protections they provide Shareholders, in addition to retaining the protections afforded to Shareholders under the Corporations Act 2001 (Cth) (***Corporations Act***).

(iii) Securities

The proposed de-listing will not have any effect on share numbers and share capital except to the extent that Shareholders utilize the New Zealand "buy out rights".

The impact of the exercise of any "buy out rights" will be limited as the offer is only available to those shareholders who vote all of their shares against the resolution and, as a special resolution, the resolution must be approved by a majority of 75%.

(iv) Assets and liabilities of the Company

The Directors consider that proposed de-listing will not adversely affect the Company's capacity to meet its existing and anticipated obligations and pay its debt as and when due. As set out above, the Directors believe that the de-listing will provide certain cost savings for the Company.

If the resolution is passed, the Company's cash assets will be reduced by more than the transaction costs and acquisition price if any Shareholder exercises their "buy out rights."

(v) Tax implications of the Delisting

Shareholders should consult their own tax advisor for specific taxation advice regarding the delisting in order to assess the impact on their own particular circumstances.

6. Approval to request listing on NSX

About the NSX

National Stock Exchange of Australia Limited (***NSX***) is Australia's second official stock exchange approved under the Corporations Act in Australia and is wholly regulated by ASIC. It provides both a mechanism to mobilise growth capital for innovative and growing businesses and an efficient platform for the trade of securities.

The NSX originated in 1937 when it was established as the Newcastle Stock Exchange. NSX's holding company, NSX Limited, is a public listed company currently trading on the Australian Securities Exchange (ASX Code: NSX).

As an Australian market licensee, NSX is supervised by ASIC and subject to an annual review pursuant to section 794C of the Corporations Act. NSX's primary obligation is to conduct a fair, orderly and transparent market.

Trading on the NSX

NSX provides efficient, well regulated electronic trading and settlement systems. All transactions must be conducted through a participating broker (a list of brokers is available on the NSX website: www.nsx.com.au). You will need to establish a relationship with one of the participating brokers to trade shares. At present there are no online brokers for trading on NSX.

All securities listed on NSX are registered with CHESS, with settlement occurring on a T+3 basis (trade today and settle after three business days). All trading on NSX is done by electronic means using the National Electronic Trading System (NETS) software in broker participant offices.

Orders can be placed with brokers during normal office hours and execution of trades takes place between 10.00am and 4.15pm Monday to Friday. National public holidays are non-business days. Settlement days follow the ASX Settlement CHESS Calendar.

Announcements and Continuous Disclosure Obligations

An issuer listed on NSX is required to immediately notify NSX of any developments which could have an impact on share price. To ensure that an informed market is maintained, all companies admitted to the Official List of NSX must adhere to certain ongoing obligations as set out in the NSX Listing Rules, including compliance with periodic disclosure requirements and the continuous disclosure of all price sensitive information.

Market announcements and share price information relating to companies listed on NSX can be found on the NSX website.

Why the Company proposes to list on NSX

In order to maintain a market for the Company's securities following de-listing from ASX, the Board proposes to list its ordinary securities on the NSX.

The Board has selected the NSX as an appropriate exchange as:

- (a) The Company will satisfy the requirements for a compliance listing, without significant costs or requirement to raise capital;
- (b) Listing on NSX will maintain access to "low doc" equity funding from the Company's existing shareholder base, if required; and,
- (c) trading on the NSX can occur through Australian brokers that the Company's Shareholders can easily access.

The Company has had initial discussions with the NSX and the Board is comfortable that the Company will meet all admission requirements, subject to:

- (a) Delisting from ASX (Resolution 5);
- (b) The acquisition of Enprise (Resolution 4); and
- (c) Amending the Company's Constitution to meet NSX requirements (Resolution 7).

7. Amendments to Constitution

A New Zealand company may modify or repeal its constitution or a provision of its constitution by a special resolution of its shareholders.

The Constitution in its current form was drafted and approved by shareholders at the time the Company applied for quotation on ASX and as such there are a number of ASX-specific references.

In contemplation of the proposed de-listing from the ASX and listing on the NSX, and to maintain flexibility for the Company, the new Constitution to be adopted removes all ASX references. Instead the new Constitution refers to the "Approved Exchange" thereby allowing the exchange on which the Company is listed to be NSX (or any other exchange the Company may consider in the future).

It is not practicable to list all of the changes to the Constitution in this Explanatory Statement and Shareholders are invited to contact the Company if they require the details of the proposed changes.

There are two changes that are unrelated to the NSX listing. They are:

Clause 11.1(b) – deletion of the subclause to remove the requirement for at least 2 Directors to be New Zealand residents. There is no legal requirement under New Zealand law for a minimum number of New Zealand resident directors.

Clause 9.6 – restricting the application of the clause so that the Board can only refuse to register a paper based transfer of shares where the Company has a lien on the shares. This change is to reflect the fact that the settlement of trades on CHESSE occurs without the involvement of the Board and that in practice the clause could only be applied to paper based or "off-market" transfers.

A copy of the proposed new Constitution is available for review by Shareholders at the General Meeting, at the office of the Company or by requesting a copy by email to info@companymatters.com.au

Legal and Regulatory Requirements

Section 32 of the Companies Act requires shareholder approval, as a special resolution, where a company proposes to amend its constitution.

ANNEXURE A

20 August 2012

The Directors
DSQ Holdings Limited
PO Box 62 262
Sylvia Park
Auckland 1644

Dear Sirs

Independent Expert Report

- Enprise Group - Sale from Encap Group Limited to DSQ Holdings Limited

Introduction

It is proposed that Encap Group Limited (the Vendor) sell its 100% shareholding in Enprise Solutions Limited, Enprise Limited and Enprise Australia Pty Limited and one third holding in 2Cloud.biz Ltd (the Enprise Group) to DSQ Holdings Limited (DSQ or the Purchaser) - (the Proposed Transaction).

The terms of the Proposed Transaction are outlined in the document titled "Agreement for Sale and Purchase of Enprise" and include a total purchase price for the shares of NZ\$2,100,000.

The purchase price to be paid in two instalments.

- | | |
|---|----------------------|
| ▪ First Instalment - completion date 1 September 2012 | <u>NZ\$1,700,000</u> |
| ▪ Second Instalment – 1 March 2013 | <u>NZ\$400,000</u> |

Purpose of Report

ASX Limiteds (ASX) Listing Rule 10.1 requires DSQ to obtain approval from the non-associated shareholders for the Proposed Transaction to proceed.

ASX Listing Rule 10.10.2 requires that the Notice of General Meeting to approve the Proposed Transaction be accompanied by a report from an Independent Expert stating whether in the opinion of the Expert the Proposed Transaction is fair and reasonable to the non-associated shareholders.

You have requested UHY Haines Norton (Auckland) Limited (UHY) to prepare an Independent Expert Business Valuation of the Enprise Group and advise whether in their opinion the Proposed Transaction is fair and reasonable to the non-associated shareholders of DSQ.

The Valuation Report prepared by UHY will be included in the Notice of Meeting to be sent to DSQ's shareholders and has been prepared for the exclusive purpose of assisting the non-associated shareholders in their consideration of the Proposed Transaction.
The Report may not be used for any other purpose.

Opinion

In our opinion the Proposed Transaction is fair and reasonable to the non-associated shareholders.

The principal factors we have taken into account in forming our opinion are outlined in detail in our Business Valuation Report dated 20th August 2012.

The above opinion should be considered in conjunction with, and not independently of, the information outlined in that Report.

The opinion of UHY is based on economic, market and other conditions prevailing at the date of their Report.

This opinion should be read in conjunction with the attached Valuation Report.

Yours faithfully
UHY HAINES NORTON (AUCKLAND) LIMITED

.....
K.J. Tizard
Director

DDI: +64 9 839 0300

Att.

372901_1/KJT/jmcg

20 August 2012

The Directors
DSQ Holdings Limited
PO Box 62-262
Sylvia Park
Auckland 1644

Attention: Mark Loveys

Dear Mark

Experts Report – Enprise Solutions Limited and Subsidiaries – Enprise Group

You have asked us to prepare a valuation of Enprise Group.

Purpose of Valuation:

The directors wish to assess the current market value of the shares in the Group to assist with discussions relating to the proposed purchase of 100% of the shares in Enprise Group by DSQ Holdings Limited.

In the preparation of this valuation we have complied with Advisory Engagement Standard No. 2 (AES-2) in that we:

- i) Are totally independent in our role as valuer.
UHY Haines Norton (Auckland) Limited has had no previous dealings with Enprise Group. We do however disclose that UHY Haines Norton–Audit have had dealings with DSQ Holdings Limited and its director Mark Loveys in their capacity of Auditors for that company.
- ii) Have gathered and considered all reasonably available information rather than relied on the consideration of limited information.

Date of Valuation:

The business has been valued at present date.

Valuation Approach:

The valuation is of the company's shares.

The valuation is based on fair market value.

Fair market value is defined as "the amount at which a business would change hands between a willing buyer and a willing seller when neither is acting under compulsion and both have reasonable knowledge of the relevant facts."

Information on which Valuation is Based:

- i) Audited Financial Statements, of Enprise Solutions Limited and subsidiaries for the financial years ended 31 March 2009, 2010, 2011 and 2012.
- ii) Information Memorandum—Enprise Group—dated July 2012.
- iii) MYOB EXO Leader Board 2012 Sales Data—New Zealand and Australia.
- iv) Discussions with Mark Loveys—CEO of Enprise Group.
- v) Discussions with Elliot Cooper—Chief Financial Officer for Enprise Group.
- vi) Discussions with Business Broker with many years experience in the SME market.
- vii) Market data provided by Bizstats Limited—Sales Analysts.

Background:

1. Enprise Group consists of 100% of Enprise Solutions Limited and Enprise Ltd, Enprise Australia Pty Ltd plus a 1/3 interest in 2 Cloud.Biz Limited.
2. Enprise Solutions Limited was established in 2002 and is a specialist provider of solutions based on the MYOB EXO software platform—previously Exonet—as well as Microsoft Dynamics CRM.
3. The Group's main office is located in Auckland but there are also offices in Wellington, Hamilton, Sydney and Melbourne. The Australian offices were opened at the end of 2011 and early 2012.
4. Enprise Group supports more than 700 MYOB EXO customers across New Zealand and Australia and provides specialist high level support to a growing number of MYOB resellers.

Enprise Solutions is a Platinum certified MYOB EXO customisation and development partner.

Enprise Software is a Gold software solution partner to SAP selling software solutions internationally to small to medium sized businesses.

2 Cloud.Biz is a specialist provider of Cloud hosting services to the SME ERP industry.

It is a joint venture between Enprise and MHA Cloud Limited. We understand it is in the very early startup phase with 3 customers and a number of proposals. Distribution is via MYOB EXO Resellers in New Zealand and Australia. We believe that at this stage the value of the minority interest Enprise holds if reflected in the overall Enterprise Value of Enprise Group.

For 2 Cloud.Biz to attain potential full value will presumably require further investment of both time and capital.

5. Customers include small to medium sized wholesale, retail, manufacturing and professional service businesses.

6. We understand that Enprise is the major MYOB EXO partner in New Zealand and ranks in the top ten in the Australian market.

Main competitors include:

- | | |
|-------------|--|
| New Zealand | - Global Biz Pro NZ Ltd
- Acclaim Group Ltd
- Micro Business Systems Ltd
- Helm Business Information Systems Ltd |
| Australia | - Kilimanjaro Consulting Pty Ltd
- Bizpro (Vic) Pty Ltd
- Indivia Pty Ltd
- AXsys IT Pty Ltd
- Momentum Software Solutions Pty Ltd
- EXO Biz Services |

7. Financial Performance

A review of the company's Financial Statements shows the following:

- Revenue dropped significantly in 2010 followed by a steady increase in both 2011 and 2012 with significant improvement forecast during the 2013 financial year.

	\$	<u>%</u> <u>Increase</u>
2009	5,552,000	-
2010	3,237,000	-41.7%
2011	4,179,000	+29.1%
2012	4,884,000	+16.9%
2013 (Forecast)	7,233,000	+48.1%

We understand that the significant drop between 2009 and 2010 was due to the sale of the EMS Cortex part of the business to Citrix.

The forecast increase between 2012 and 2013 mainly relates to expansion into the Australian market.

The stated goal for growth is to double revenue and EBITDA every two years based on the current business structure—Information Memorandum July 2012.

This growth is expected to come primarily from the NSW market in Australia which has been historically under represented by resellers.

Other existing Sydney MYOB EXO Partners have been unable to meet the demand in the region.

Enprise has stepped into the market at a time of growing demand in Australia.

We are advised that by contrast the New Zealand market is more mature with only steady growth expected.

We understand that other potential growth drivers include:

- Software/Product Development–‘Hand’ is a significantly more powerful database server by SAP, that will make SAP Business One more competitive.

- Enprise Software

Expansion into non English language markets.

All modules designed to support multiple languages but only sold in English language regions.

- Gross profit dropped from 89.14% (2009) to 78.47% (2010), 74.99% (2011) and 67.73% (2012) but is forecast to improve to 71.28% (2013).

Again the drop was primarily due to the sale of Cortex to Citrix.

The Cortex brand was developed in house and sales and support of systems achieved a high gross margin.

- Selling and administration expenses have fluctuated between 2009 and 2013 forecast with the largest single expense being wages and salaries.

	<u>Wages & Salaries</u> \$	<u>% Of Revenue</u>	<u>Other</u> \$	<u>% Of Revenue</u>
2009	3,385,000	61.0%	1,382,000	24.9%
2010	2,204,000	68.1%	930,000	28.6%
2011	2,708,000	64.8%	1,326,000	31.7%
2012	2,558,000	52.4%	983,000	20.1%
2013-Forecast	3,628,000*	50.2%	1,051,000	14.5%

* Budgeted total reduced by \$100,000 re Software Capitalisation

Valuation Approach

We have used three methods of valuation for the purposes of this Report:

1. Multiple of Sellers Discretionary Earnings.
2. Capitalisation of Future Maintainable Earnings.
3. Market Data Comparison.

Summary of Valuation:

1. Multiple of Sellers Discretionary Earnings–Appendix 1	\$ 2,000,000
2. Capitalisation of Future Maintainable Earnings–Appendix 2	1,500,000
3. Market Data Comparison–Appendix 3	1,800,000

We believe that a 100% holding of the shares in Enprise Group has a fair market value in the range of \$1,500,000 to \$2,000,000.

Notes:

i) **Going Concern – Value of Assets and Liabilities.**

On the basis that Enprise is a Going Concern we have assumed that all assets and liabilities reflected in the Statement of Financial Position at 31 March 2012 exist and are worth their stated book values.

We have not independently verified their existence but have relied on the fact that the Financial Statements have been subject to Audit and the confirmation from Elliot Cooper that this is the case.

ii) **Software Development – 31 March 2012 \$267,000**

The Group Financial Statements for the year ended 31 March 2012 record Software Development Costs as Intangible Assets with an original cost of \$801,000 and a carrying value of \$267,000.

The stated policy is to capitalise software and write it off over the estimated useful lives– 3 to 5 years.

Research costs are expensed as incurred.

We understand that the Software represented by the carrying value of \$267,000 includes

Enprise Software

- Enprise Job
- Enprise Rent
- Various Utilities

We have not endeavoured to value the software modules individually but rather adopted the view that the stated policy is appropriate for the industry and the software modules are integral to the business on a going concern basis.

Their actual value is represented by the revenue generated by the business and therefore included in the overall Enterprise Value.

iii) **Previous Expressions of Interest/Value Discussions**

We understand that there have been earlier Expressions of Interest which indicated that an enterprise value based on an E.B.I.T.D.A. multiplier of up to 3 might be appropriate.

A multiplier of 3 would suggest a value of between \$1,700,000 to \$2,200,000 for Enprise Group.

iv) **Taxation Losses - \$1,337,000**

Enprise had accumulated losses totalling \$1,337,000 at 31 March 2012.

We are advised that previous shareholding changes resulted in loss continuity requirements being breached and the losses being forfeited.

v) **Surplus Asset – Cash at Bank - \$100,000**

We note that the Agreement For Sale and Purchase of Enprise dated 2012 states at Clause 4.2(d) "The Vendor will ensure, taking into account any transactions under the above clause, that the Group has a minimum of \$250,000 Working Capital as at Completion."

The actual situation is as follows:

	<u>31 March</u> <u>2012</u> \$	<u>30 June</u> <u>2012</u> \$
Working Capital	<u>316,000</u>	<u>357,633</u>
Cash and Cash Equivalents	<u>395,000</u>	<u>228,526</u>

Clearly Working Capital and Cash and Cash Equivalents will fluctuate during the normal business cycle.

It would appear that Enprise Group has Working Capital in excess of the minimum requirement—at 30 June 2012 an additional \$107,633.

Theoretically this excess Working Capital could be released to the shareholders provided the funds were actually available and it did not restrict the ongoing liquidity of the Group.

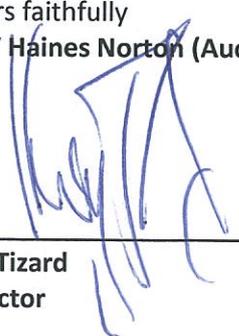
The drop in Cash and Cash Equivalents from \$395,000 to \$228,526 over the first quarter would suggest that the increase in Working Capital is part of the normal fluctuations and so should not be released to shareholders.

Restrictions:

This opinion is not intended for general circulation or publication, nor is it to be used or reproduced for any purpose other than those outlined above. We do not assume any responsibility or liability for losses occasioned by you, the company or other parties as a result of the circulation, publication, reproduction or use of this opinion.

We reserve the right (but will be under no obligation) to review all calculations included in this opinion and if we consider it necessary to review our opinion in light of any information existing at valuation date not known to us which became known to us after the date of this opinion.

Yours faithfully
UHY Haines Norton (Auckland) Limited



K.J. Tizard
Director

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Enprise Solutions Limited
Valuation
August 2012.

Appendix 1

Multiple of Sellers Discretionary Earnings

	2009	2010	2011	2012	Forecast
	\$	\$	\$	\$	2013
					\$
Revenue					
Sales & Licence Maintenance	3379000	1734000	2303000	2862000	4388000
Consulting & Support Services	2173000	1503000	1876000	2022000	2845000
Total Revenue	5552000	3237000	4179000	4884000	7233000
Cost of Sales	603000	697000	1045000	1576000	2077000
Gross Profit	4949000	2540000	3134000	3308000	5156000
GP %	89.14%	78.47%	74.99%	67.73%	71.28%
Selling & Administration					
Amortisation--Software	281000	116000	127000	110000	120000
Depreciation	54000	56000	39000	31000	40000
Bad/Doubtful Debts	49000	15000	36000	39000	0
Rental & Lease	257000	246000	295000	296000	282750
Directors Fees	64000	64000	64000	55000	0
Wages & Salaries	3385000	2204000	2708000	2558000	3728000
Audit Fees	7000	20000	22000	3000	3000
General	670000	413000	743000	449000	605250
Total Selling & Administration	4767000	3134000	4034000	3541000	4779000
Finance Expenses					
FX Losses	-77000	23000	0	32000	0
Interest	11000	21000	24000	4000	30000
Total Finance Expenses	-66000	44000	24000	36000	30000
Other Income					
Interest Received	11000	5000	5000	9000	0
Rental--Subleases	6000	16000	37000	174000	27000
Management Fees--Related	183000	924000	1483000	0	0
Sale of Business Unit	46000	0	0	0	0
NZTE Grant	67000	0	0	0	0
Total Other Income	313000	945000	1525000	183000	27000

	2009	2010	2011	2012	Forecast 2013
	\$	\$	\$	\$	\$
Net Profit Before Taxation	561000	307000	601000	-86000	374000
Adjustments					
Plus					
Amortisation--Software	281000	116000	127000	110000	120000
Depreciation	54000	56000	39000	31000	40000
Directors Fees	64000	64000	64000	55000	0
Interest	11000	21000	24000	4000	30000
Salaries Mark	240000	240000	240000	240000	150000
Elliot	190000	190000	190000	190000	150000
Software Capitalisation	0	0	0	0	100000
Rent--Auckland Adjustment	0	0	20000	0	30000
	840000	687000	704000	630000	620000
Less					
Interest Received	11000	5000	5000	9000	0
Management Fees--Related	183000	924000	1483000	0	0
Sale of Business Unit	46000	0	0	0	0
NZTE Grant	67000	0	0	0	0
Auckland Rent	0	0	60000	60000	0
Power	0	0	10000	10000	0
Phones	0	0	24000	24000	0
Stationary	0	0	5000	5000	0
Cleaning	0	0	12000	12000	0
Wages Admin Manager	0	0	45000	45000	45000
CFO/CEO	0	0	150000	150000	150000
IT Manager	0	0	35000	35000	35000
	307000	929000	1829000	350000	230000
Total Adjustments	533000	-242000	-1125000	280000	390000
Sellers Discretionary Earnings	1094000	65000	-524000	194000	764000
				X 1	X 2
				194000	1528000
Average Sellers Discretionary Earnings--E.B.P.I.D.T.					<u>574000</u>

Business Characteristic Multiplier

3.50

Enterprise Value

2,009,000

Say

2,000,000

Notes:

i) We have applied a weighting of 2:1 to the 2013 Forecast and 2012 years respectively meaning that the 2013 Forecast year is twice as likely to represent the future maintainable result as the 2012 year.

ii) We have left out the 2009, 2010 and 2011 years as being too historic and not representative of the current business structure following the sale of Cortex plus expansion into the Australian market.

iii) **Rental – Sublease Income**
2012 \$174,000

We are advised that the rental expenses each year is at commercial market rates.

The significantly higher sublease income figure in 2012 relates to the sale of Cortex to Citrix (refer Background in body of Report) and the resulting sublease of more than 50% of the Avondale premises to Citrix.

The rental figures in the 2013 Forecast reflect the current tenancies including the new premise in Penrose, Sydney and Melbourne.

The \$30,000 rental reduction relates to the excess rental in the first quarter of the 2013 year before the company relocated.

iv) **Management Fees – Related Parties**

We are advised that the Management Fee income – 2009 → 2011 inclusive – was a related party transaction and not relevant to the current and ongoing business structure.

v) **Salaries – Directors/Shareholders**

We understand that prior to 2013 the salaries paid were above market value for Enprise Solutions Limited as a standalone entity.

The “wages” adjustment totalling \$230,000 p.a. – Admin Manager : CFO/CEO : IT Manager is believed to be appropriate for the current and ongoing business structure.

vi) **Multiplier**

Both Mark Loveys and Elliot Cooper completed a Multiple of Discretionary Earnings Questionnaires – Attached.

The Multiplier we have used is the average of both the Multiple of Discretionary Earnings Questionnaires.

Multiple of Discretionary Earnings

Business Characteristics

	<u>Rating</u>
	1 2 3 4 5
Historical Profits Negative to break-even cash flow is low – large positive cashflow is high	4
Income Risk Continuity of income at risk is low – assured profitability with 5 year history is high	4
Terms of Sale Seller required all cash is low, exceptional terms available is high	3
Business Type Service business with few assets is low, retail with significant assets is medium; manufacturer or wholesaler with assets as major component of value is high	4
Business Growth Business growth flat to declining is low, dynamic growth and potential is high	4
Location/Facilities Less than desirable is low; above average/superior is high	3
Marketability Limited market/special skills required is low; large market many qualified buyers is high	3
Desirability No status/dirty work is low, challenging and attractive is high	4
Competition Highly competitive/unstable is low; little competition/high start up cost is high.	3
Industry Growth Industry growth flat to declining is low, dynamic growth and more expected is high.	4
Employees Small pool of qualified staff/reliant key personnel is low, plentiful labour/no key people is high.	3
Goodwill Transferability Long term process – high owner profile/skills is low; customers identify with the company not owner is high	4
<hr/>	
Total of Ratings	= 43
Divided by 12	= 3.6

Multiple of Discretionary Earnings

Business Characteristics

	<u>Rating</u>
	1 2 3 4 5
Historical Profits Negative to break-even cash flow is low – large positive cashflow is high	3
Income Risk Continuity of income at risk is low – assured profitability with 5 year history is high	4
Terms of Sale Seller required all cash is low, exceptional terms available is high	3
Business Type Service business with few assets is low, retail with significant assets is medium; manufacturer or wholesaler with assets as major component of value is high	2
Business Growth Business growth flat to declining is low, dynamic growth and potential is high	4
Location/Facilities Less than desirable is low; above average/superior is high	4
Marketability Limited market/special skills required is low; large market many qualified buyers is high	3
Desirability No status/dirty work is low, challenging and attractive is high	5
Competition Highly competitive/unstable is low; little competition/high start up cost is high.	3
Industry Growth Industry growth flat to declining is low, dynamic growth and more expected is high.	3
Employees Small pool of qualified staff/reliant key personnel is low, plentiful labour/no key people is high.	3
Goodwill Transferability Long term process – high owner profile/skills is low; customers identify with the company not owner is high	4
<hr/>	
Total of Ratings	= 41
Divided by 12	= 3.41

Enprise Solutions Limited
Valuation
August 2012.

Appendix 2

Capitalisation of Future Maintainable Earnings

	2009	2010	2011	2012	Forecast
	\$	\$	\$	\$	2013
					\$
Sellers Discretionary Earnings	1094000	65000	-524000	194000	764000
Adjustments					
Less					
Amortisation--Software	281000	116000	127000	110000	120000
Depreciation	54000	56000	39000	31000	40000
Shareholders Salaries-Market					
Mark	0	0	0	0	0
Elliot	0	0	0	0	0
	335000	172000	166000	141000	160000
E.B.I.T.	759000	-107000	-690000	53000	604000
				X 1	X 2
				53000	1208000
Average E.B.I.T.					<u>420333</u>
Capitalisation Rate			27.50%		
Enterprise Value					1,528,485
Say					<u>1,500,000</u>

Notes:

- i) We have applied a weighting of 2:1 to the 2013 Forecast and 2012 years respectively meaning that the 2013 Forecast year is twice as likely to represent the future maintainable result as the 2012 year.
- ii) We have left out the 2009, 2010 and 2011 years as being too historic and not representative of the current business structure following the sale of Cortex plus expansion into the Australian market.
- iii) **Salaries – Directors/Shareholders**
We understand that prior to 2013 the salaries paid were above market value for Enprise Solutions Limited as a standalone entity.

We have not made any further adjustment for Proprietors salaries in our E.B.I.T. calculation on the basis that the adjustment outlined in Appendix I Note v) is appropriate for the current and ongoing business structure.

**Enprise Solutions Limited
Valuation
August 2012.**

Appendix 3

Market Data Comparison

	Average Market		Enprise Group	
Sales	3489358		6450000	
E.B.P.I.D.T.	638784		574000	
Sale Price	1523667		1519000	
Assets	146917		82000	
Software	77000		267000	
Goodwill	1299750		1170000	
		1523667		1519000
Goodwill % of E.B.P.I.D.T.	203.47%		203.83%	
Selling E.B.P.I.D.T. Multiple	2.39		2.65	
Pre Tax R.O.I. %	41.92%		37.79%	
Value of Goodwill shown above			1170000	
Add Back	Net Assets 31 March 2012		930000	
	Less Goodwill		265000	
	Adjusted Net Assets		665000	
Enterprise Value			<u>1,835,000</u>	
Say			<u>1,800,000</u>	

FOR ALL ENQUIRIES CALL:

(within Australia) 1300 737 760 (outside Australia) +61
2 9290 9600

FACSIMILE

+61 2 9290 9655

ALL CORRESPONDENCE TO:

Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10 AM (AUCKLAND TIME) ON WEDNESDAY 19 SEPTEMBER 2012

TO VOTE ONLINE

Reference Number:

Please note it is important you keep this confidential



STEP 1 : VISIT www.boardroomlimited.com.au/vote/dsqholdingsagm2012

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC:

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10am (Auckland time) on Friday 21 September 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting. **Proxies may be lodged using the reply paid envelope or:**

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.boardroomlimited.com.au/vote/dsqholdingsagm2012 or turnover to complete the Form ➔

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

STEP 1 - Appointment of Proxy

I/We being a member/s of DSQ Holdings Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual Meeting of DSQ Holdings Limited to be held at Level 1, 16 Hugo Johnston Drive, Penrose, Auckland, New Zealand on Friday 21 September 2012 at 10.00am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Election of Elliot Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Christian Bernecker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mark Loveys	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Extraordinary Business				
Resolution 4	Acquisition of Enprise Solutions Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to de-list from ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to request listing on NSX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / / 2012